

This listing of claims will replace all prior versions and listings of claims in the application:

**Listing of Claims:**

1. (cancelled)
2. (currently amended)      The compound according to claim + 66, wherein m is 4.
3. (currently amended)      The compound according to claim + 66, wherein m is 3.
4. (currently amended)      The compound according to claim + 66, wherein m is 2.
5. (currently amended) The compound according to claim + 66, wherein m is 1.
6. (currently amended)      The compound according to claim + 66, wherein R<sup>30</sup> is H or -(C<sub>1</sub>- C<sub>6</sub>)alkyl.
7. (currently amended)      The compound according to claim + 66, wherein R<sup>40</sup> is H or -(C<sub>1</sub>- C<sub>6</sub>)alkyl.
8. (currently amended)      The compound according to claim + 66, wherein T is selected from the group consisting of -C(O)R<sup>4</sup>, -C(O)OR<sup>3</sup>, -C(O)NR<sup>23</sup>R<sup>25</sup>, and -C(O)NR<sup>23</sup>OR<sup>3</sup>.
9. (original)    The compound according to claim 8, wherein T is -C(O)R<sup>4</sup> in which R<sup>4</sup> is a pyrrolidinyl ring that is unsubstituted or substituted with one to three R<sup>22</sup> moieties which are each independently selected from the group consisting of -OR<sup>24</sup>, -(C<sub>1</sub>-C<sub>6</sub> alkyl)-OR<sup>24</sup> and -NR<sup>23</sup>R<sup>24</sup>.
10. (original)    The compound according to claim 8, wherein T is -C(O)OR<sup>3</sup> in which R<sup>3</sup> is alkyl.
11. (original)    The compound according to claim 8, wherein T is -C(O)NR<sup>23</sup>R<sup>25</sup> in which R<sup>23</sup> is H or alkyl and R<sup>25</sup> is H, alkyl or -(C<sub>1</sub> to C<sub>6</sub> alkyl)NR<sup>23</sup>N<sup>24</sup>.

12. (original) The compound according to claim 8, wherein T is  $-\text{C}(\text{O})\text{NR}^{23}\text{OR}^3$  in which  $\text{R}^{23}$  is H or alkyl and  $\text{R}^3$  is H or alkyl.

13. (currently amended) The compound according to claim 4 66, wherein V is  $-\text{C}(\text{O})\text{NR}^{23}\text{OR}^3$  in which  $\text{R}^{23}$  is H or alkyl and  $\text{R}^3$  is H or alkyl.

14. (currently amended) The compound according to claim 4 66, wherein V is  $-\text{C}(\text{O})\text{OR}^3$  in which  $\text{R}^3$  is alkyl.

15. (currently amended) The compound according to claim 4 66, wherein W is  $-\text{C}(\text{R}^3)(\text{R}^4)-$  in which  $\text{R}^3$  is H and  $\text{R}^4$  is H.

16. (currently amended) The compound according to claim 4 66, wherein W is a covalent bond.

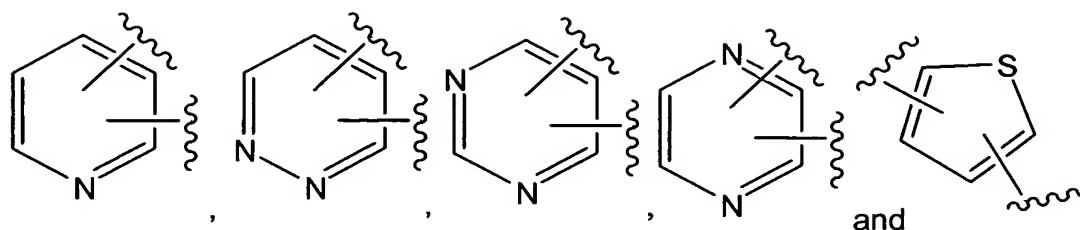
17. (currently amended) The compound according to claim 4 66, wherein n is 1.

18. (currently amended) The compound according to claim 4 66, wherein X is arylene which is unsubstituted or substituted with one to two independently selected  $\text{R}^{20}$  moieties which can be the same or different.

19. (original) The compound according to claim 18, wherein X is phenylene which is unsubstituted or substituted with one or two halo substituents which can be the same or different.

20. (currently amended) The compound according to claim 4 66, wherein X is a heteroarylene which is unsubstituted or substituted with one to two independently selected  $\text{R}^{20}$  moieties which can be the same or different.

21. (original) The compound according to claim 20, wherein X is a heteroarylene selected from the group consisting of



which is unsubstituted or substituted with one or two halo substituents which can be the same or different.

22. (currently amended) The compound according to claim 4 66, wherein U is  $-Y-(C(R^3)(R^4))_q-$ .

23. (original) The compound according to claim 22, wherein Y is  $-O-$ .

24. (original) The compound according to claim 22, wherein q is 1,  $R^3$  is H or alkyl and  $R^4$  is H or alkyl.

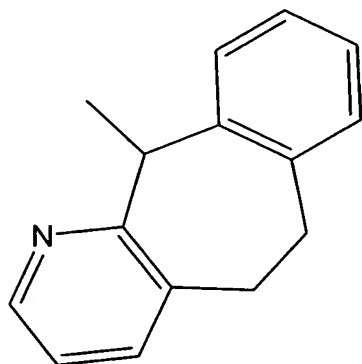
25. (currently amended) The compound according to claim 4 66, wherein  $R^1$  is selected from the group consisting of cycloalkyl, aryl and heteroaryl, wherein each of the cycloalkyl, aryl and heteroaryl groups of  $R^1$  is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties.

26. (original) The compound according to claim 25, wherein  $R^1$  is a cycloalkyl group selected from the group consisting of cyclopropyl, cyclobutyl and cyclohexyl, wherein each of the cycloalkyl groups is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties.

27. (original) The compound according to claim 25, wherein  $R^1$  is an aryl group selected from the group consisting of phenyl, naphthyl, indanyl and tetrahydronaphthalenyl, wherein each of the aryl groups is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties

which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties.

28. (original) The compound according to claim 25, wherein  $R^1$  is a heteroaryl group selected from the group consisting of chromanyl, quinolyl, isoquinolyl, triazolyl, pyridyl, imidazolyl, thiazolyl, benzodioxolyl and



, wherein each of the heteroaryl groups is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties.

29. (original) The compound according to claim 25, wherein  $R^1$  is (1) a fused bicyclic aryl group which is unsubstituted or substituted with one to three independently selected  $R^{20}$  moieties which can be the same or different or (2) a fused bicyclic heteroaryl group which is unsubstituted or substituted with one to three independently selected  $R^{20}$  moieties which can be the same or different.

30. (currently amended) The compound according to claim 4 66, wherein  $R^2$  is H.

31. (currently amended) The compound according to claim 4 66, wherein each  $R^3$  is independently H, alkyl or aryl.

32. (currently amended) The compound according to claim 4 66, wherein each  $R^4$  is independently H, alkyl or aryl.

33. (currently amended) The compound according to claim 4 66, wherein each  $R^5$  is independently H, alkyl or aryl.

34. (currently amended) The compound according to claim 4 66, wherein each  $R^{20}$  is independently selected from the group consisting of alkyl,  $R^{21}$ -substituted alkyl, -OR<sup>3</sup>, halo, -CN, -NO<sub>2</sub>, -NR<sup>3</sup>R<sup>4</sup>, -C(O)OR<sup>3</sup>, -S(O)<sub>x</sub>R<sup>5</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, aryl, heteroaryl, cycloalkyl, wherein each of the aryl, heteroaryl and cycloalkyl groups of  $R^{20}$  is independently unsubstituted or substituted with one to four independently selected  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{23}$  moieties.

35. (original) The compound according to claim 34, wherein  $R^{20}$  is a heteroaryl group selected from the group consisting of pyrazinyl, pyrrolyl, pyridyl and morpholinyl.

36. (original) The compound according to claim 34, wherein  $R^{20}$  is a cycloalkyl selected from the group consisting of cyclopropyl, cyclobutyl and cyclohexyl.

37. (original) The compound according to claim 34, wherein each  $R^{20}$  moiety is selected from the group consisting of -(C<sub>1</sub>-C<sub>6</sub>)alkyl and aryl.

38. (currently amended) The compound according to claim 4 66, wherein

M is -(C(R<sup>30</sup>)(R<sup>40</sup>))<sub>m</sub>-, wherein m is 1 to 4;

V is -C(O)OR<sup>3</sup> or -C(O)NR<sup>25</sup>OR<sup>3</sup>;

T is  $R^{21}$ -substituted alkyl, -CN, -C(O)OR<sup>3</sup>, -C(O)NR<sup>25</sup>OR<sup>3</sup>, -C(O)NR<sup>24</sup>R<sup>25</sup>, -C(O)R<sup>4</sup> or -C(R<sup>4</sup>)(=N(OR<sup>3</sup>));

W is a covalent bond or -(C(R<sup>3</sup>)(R<sup>4</sup>))<sub>n2</sub>;

X is arylene or heteroarylene, each of which can be independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties;  $R^1$  is cycloalkyl, aryl, heteroaryl, each of which can be independently unsubstituted or substituted with one to four independently selected  $R^{20}$  moieties; and

$R^2$  is H.

39. (original) The compound according to claim 38, wherein m is 1.

40. (original) The compound according to claim 39, wherein m is 2.

41. (original) The compound according to claim 38, wherein  $R^{30}$  is H or  $-(C_1-C_6)\text{alkyl}$ . and  $R^{40}$  is H or  $-(C_1-C_6)\text{alkyl}$ .

42. (original) The compound according to claim 38, wherein T is selected from the group consisting of  $-C(O)R^4$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{23}R^{25}$ , and  $-C(O)NR^{23}OR^3$ .

43. (original) The compound according to claim 42, wherein T is  $-C(O)OR^3$  or  $-C(O)NR^{23}R^{25}$ .

44. (original) The compound according to claim 38, wherein V is  $-C(O)NR^{23}OR^3$  in which  $R^{23}$  is H or alkyl and  $R^3$  is H or alkyl.

45. (original) The compound according to claim 38, wherein W is  $-C(R^3)(R^4)-$  in which  $n_2$  is 1,  $R^3$  is H and  $R^4$  is H or W is a covalent bond.

46. (original) The compound according to claim 38, wherein X is arylene which is unsubstituted or substituted with one to two independently selected  $R^{20}$  moieties which can be the same or different.

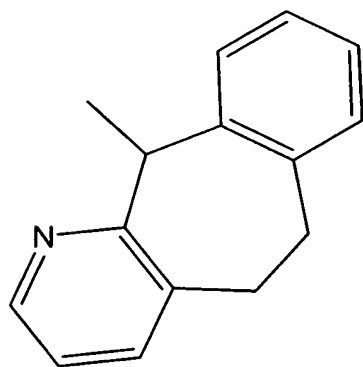
47. (original) The compound according to claim 38, wherein U is  $-Y-(C(R^3)(R^4))_q-$ .

48. (original) The compound according to claim 47, wherein Y is  $-O-$ , q is 1,  $R^3$  is H or alkyl and  $R^4$  is H or alkyl.

49. (original) The compound according to claim 38, wherein  $R^1$  is selected from the group consisting of aryl and heteroaryl, wherein each of the aryl and heteroaryl groups of  $R^1$  is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties.

50. (original) The compound according to claim 49, wherein  $R^1$  is an aryl group selected from the group consisting of phenyl, naphthyl, indanyl and tetrahydronaphthalenyl, wherein each of the aryl groups is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties.

51. (original) The compound according to claim 49, wherein  $R^1$  is a heteroaryl group selected from the group consisting of chromanyl, quinolyl, isoquinolyl, triazolyl, pyridyl, imidazolyl, thiazolyl, benzodioxolyl and



, wherein each of the heteroaryl groups is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties.

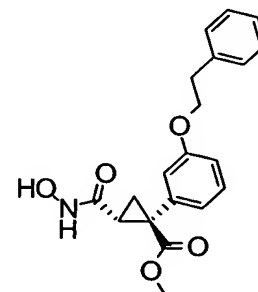
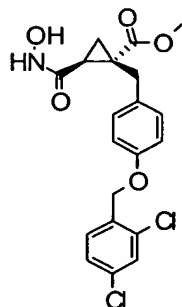
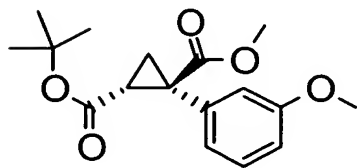
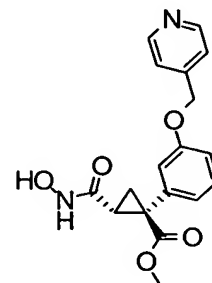
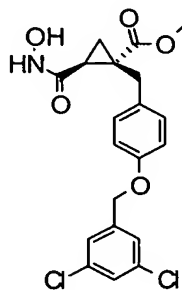
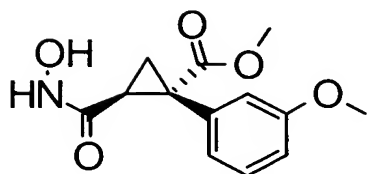
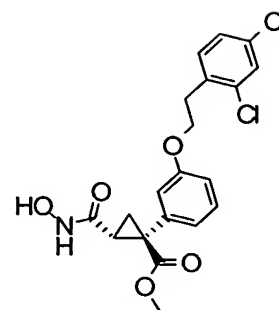
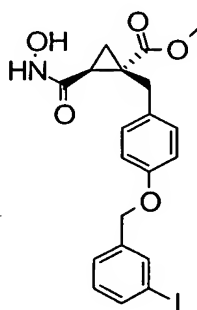
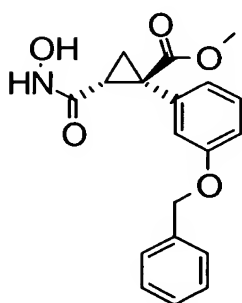
52. (original) The compound according to claim 38, wherein each  $R^3$  is independently H, alkyl or aryl, wherein the alkyl or aryl groups can be unsubstituted or substituted with one to four independently selected  $R^{22}$  moieties.

53. (original) The compound according to claim 38, wherein each  $R^4$  is independently H, alkyl or aryl.

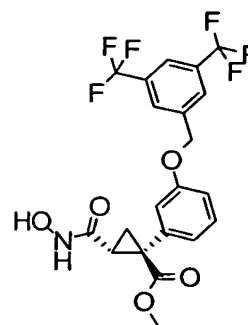
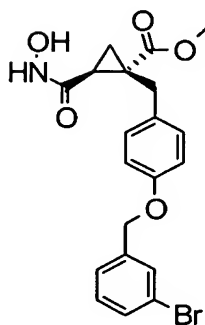
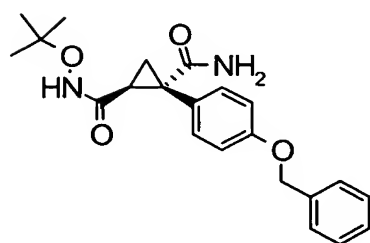
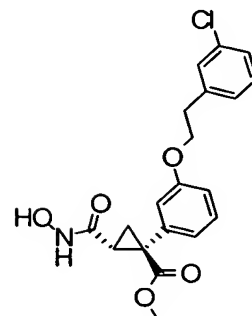
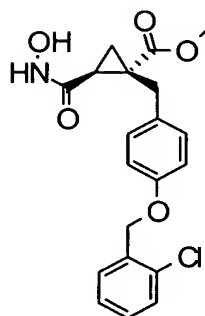
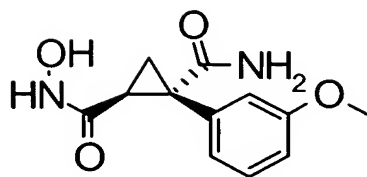
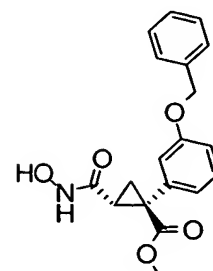
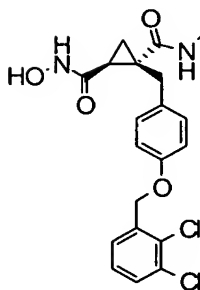
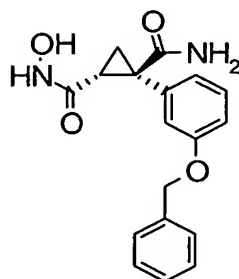
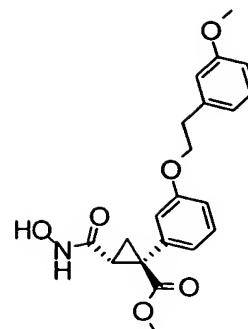
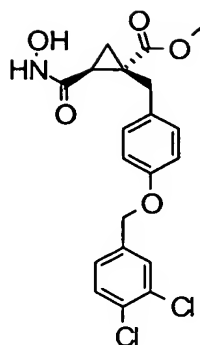
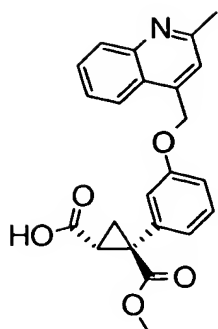
54. (original) The compound according to claim 38, wherein each  $R^5$  is independently H, alkyl or aryl.

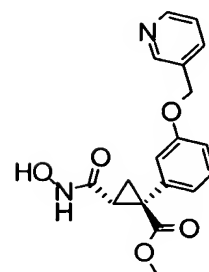
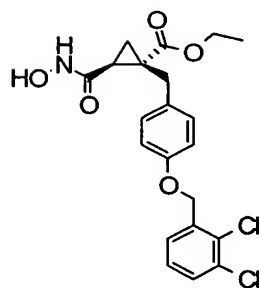
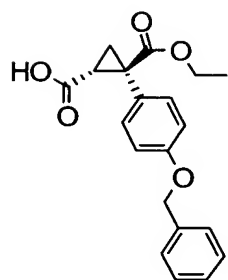
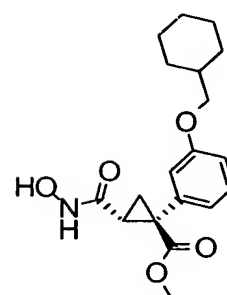
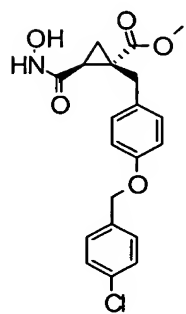
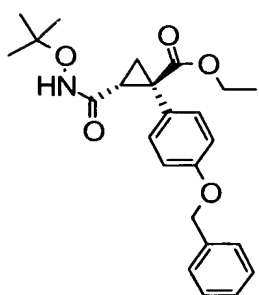
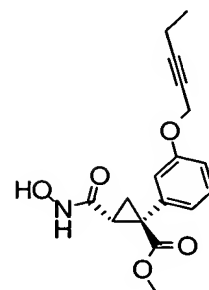
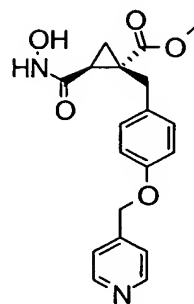
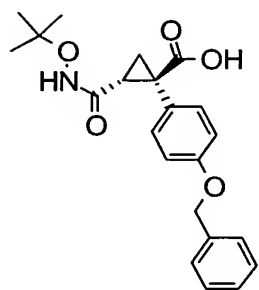
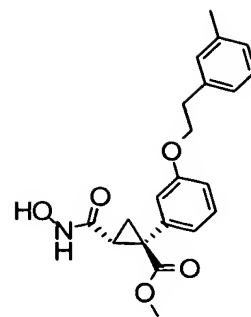
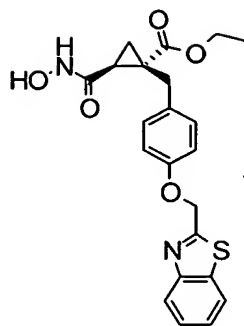
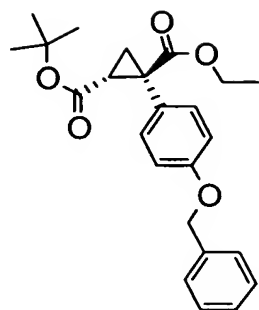
55. (original) The compound according to claim 38, wherein each  $R^{20}$  is independently selected from the group consisting of alkyl,  $R^{21}$ -substituted alkyl, -OR<sup>3</sup>, halo, -CN, -NO<sub>2</sub>, -NR<sup>3</sup>R<sup>4</sup>, -C(O)OR<sup>3</sup>, -S(O)<sub>x</sub>R<sup>5</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, aryl, heteroaryl, cycloalkyl, wherein each of the aryl, heteroaryl and cycloalkyl groups of  $R^{20}$  is independently unsubstituted or substituted with one to four independently selected  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{23}$  moieties.

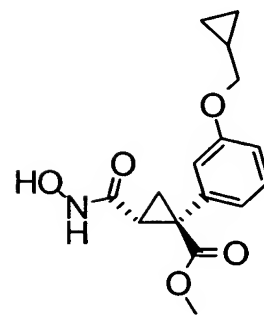
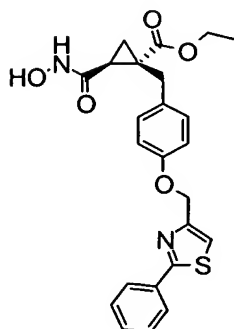
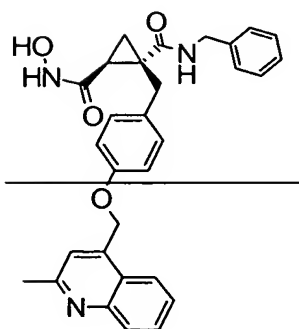
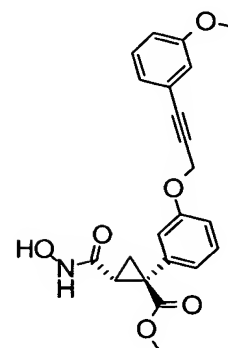
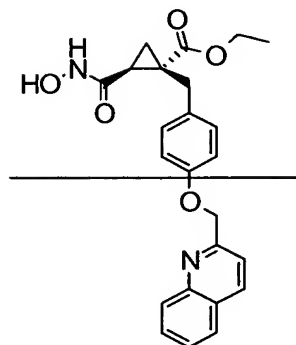
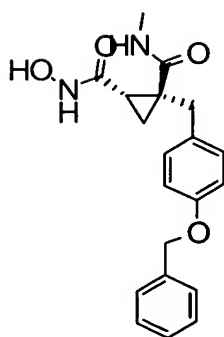
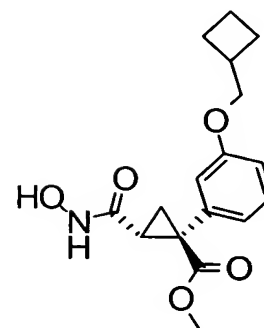
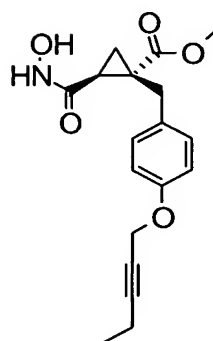
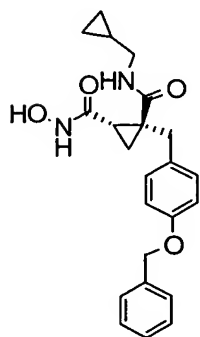
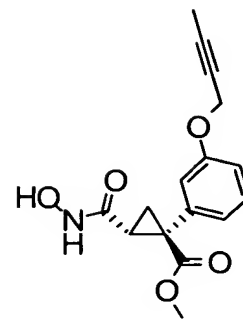
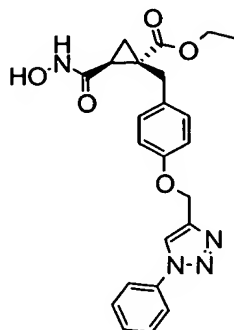
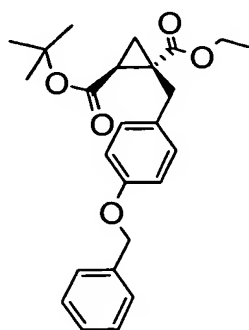
56. (currently amended) A compound selected from the group consisting of:

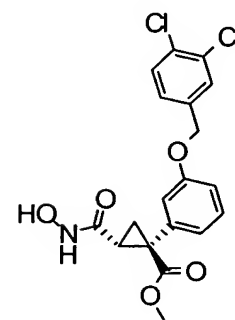
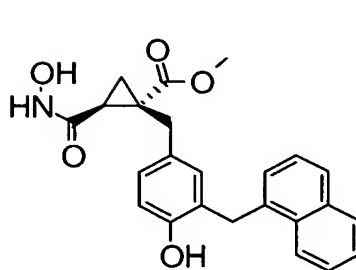
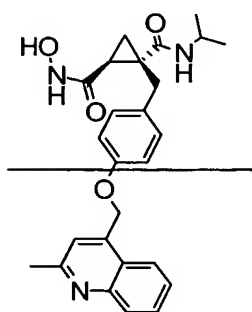
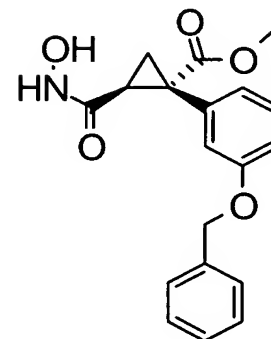
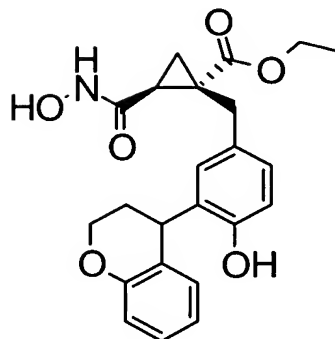
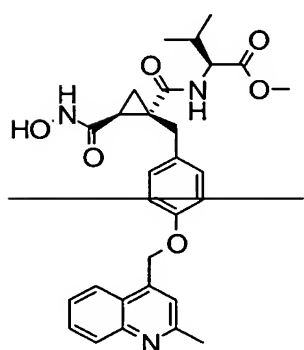
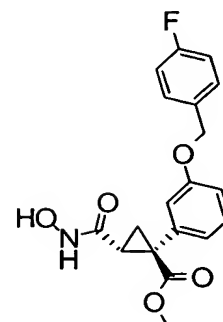
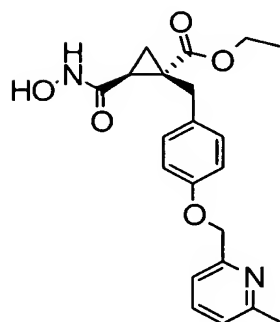
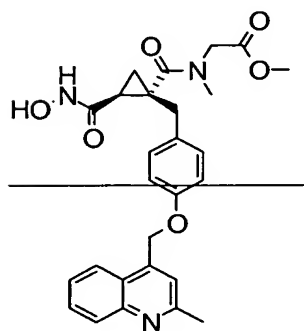
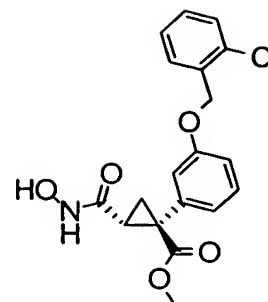
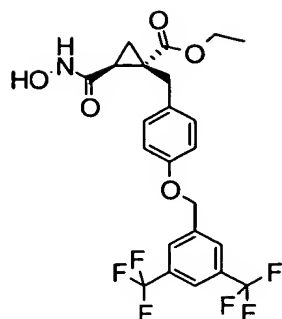
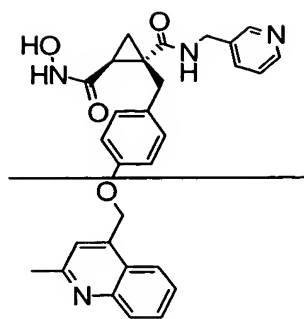


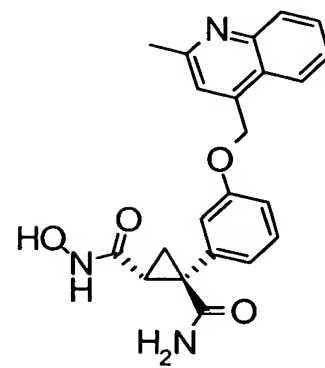
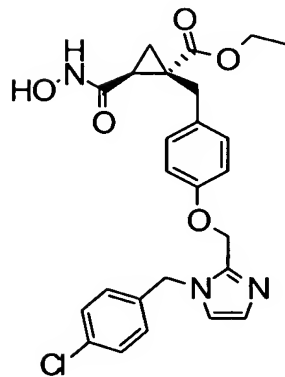
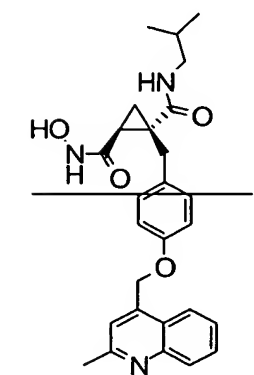
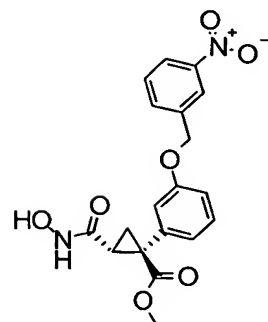
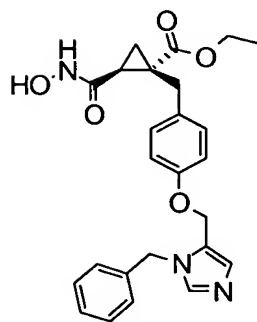
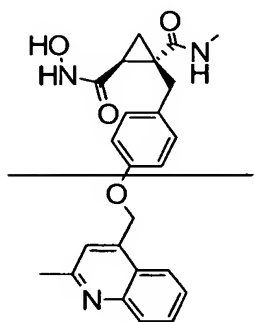
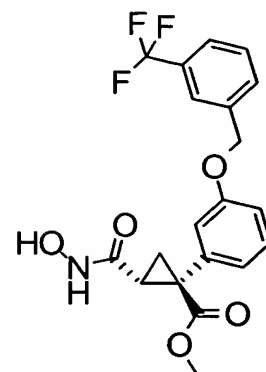
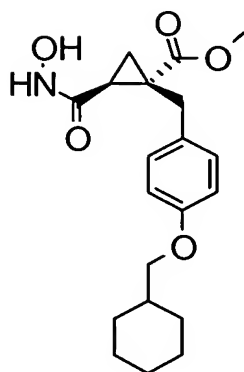
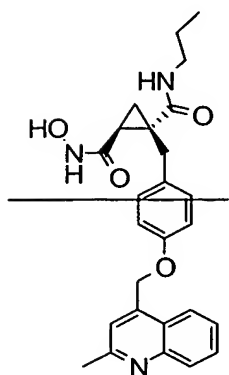
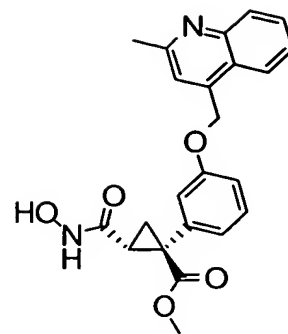
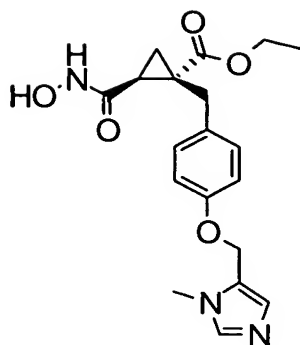
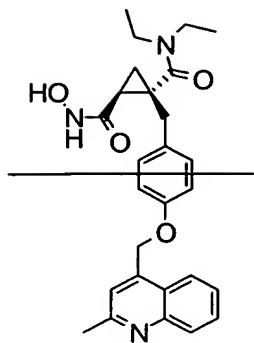


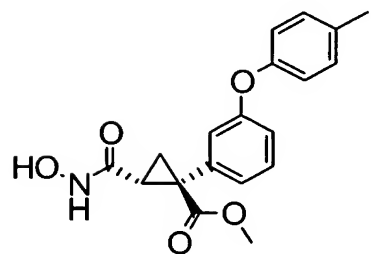
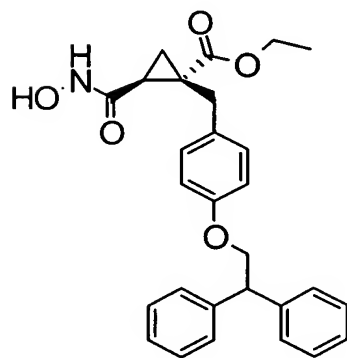
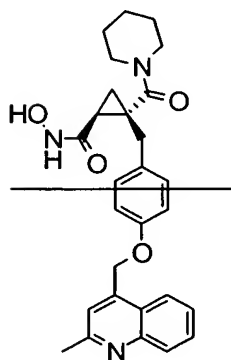
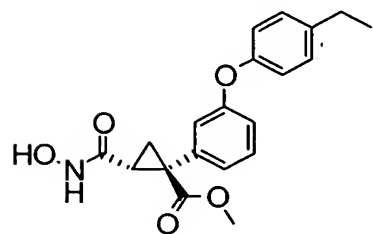
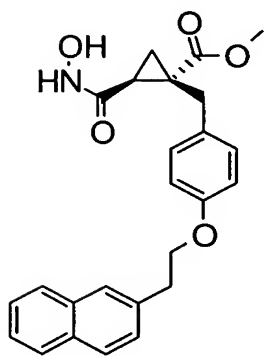
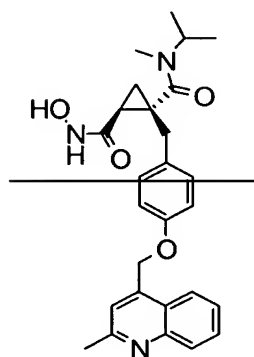
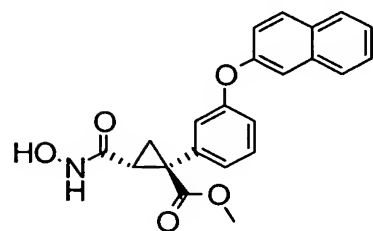
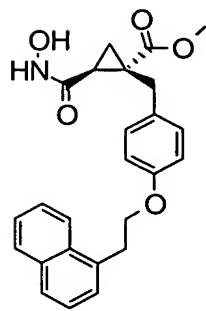
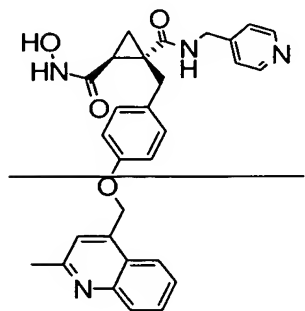
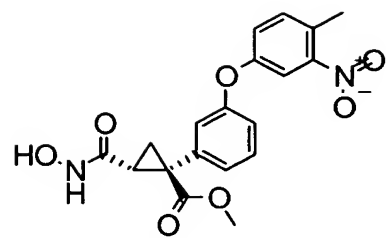
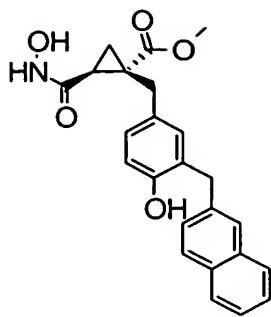
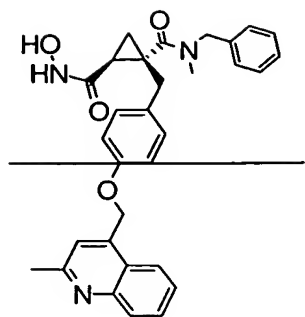


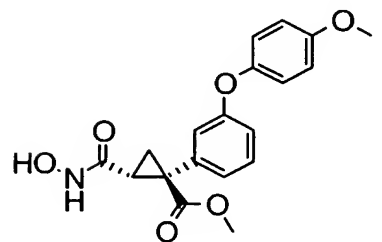
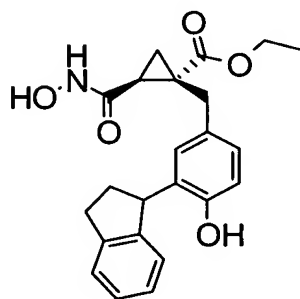
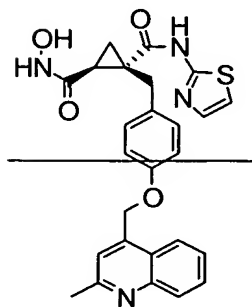
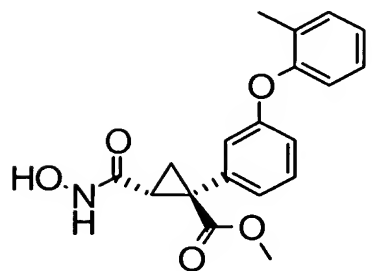
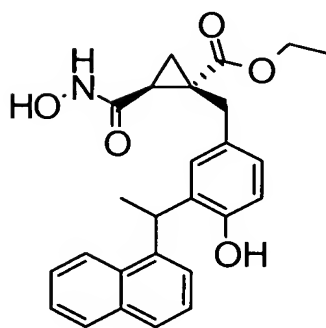
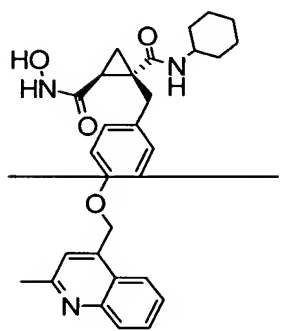
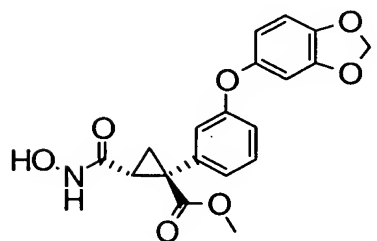
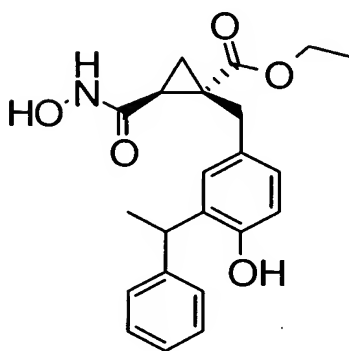
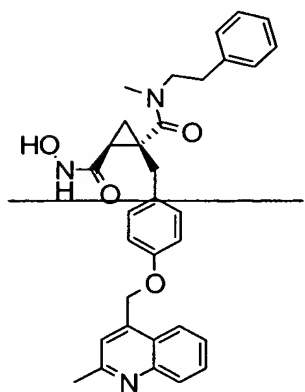
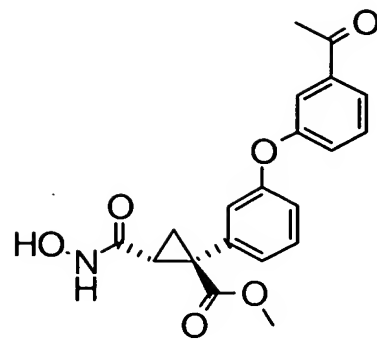
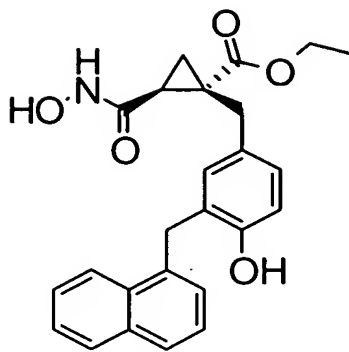
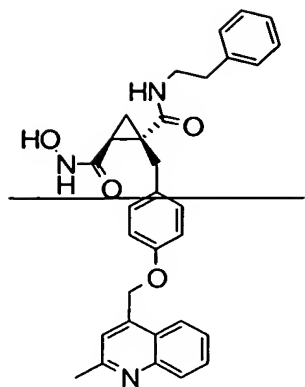


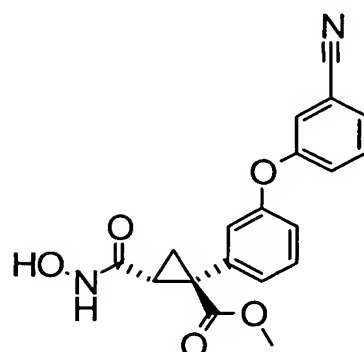
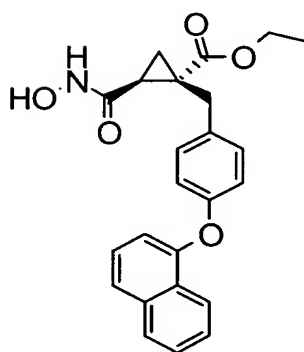
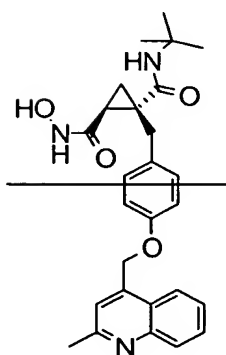
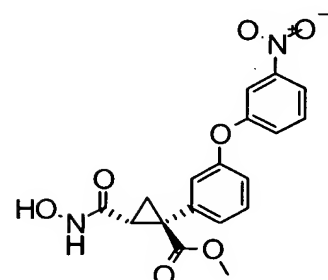
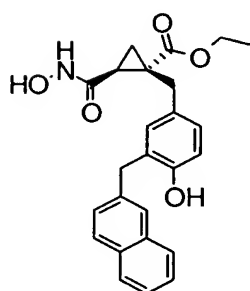
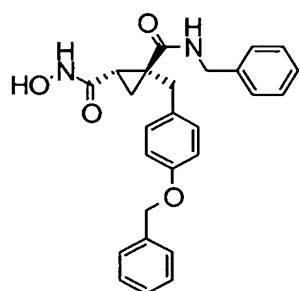
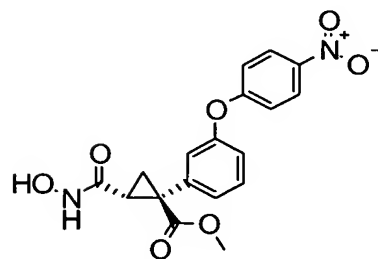
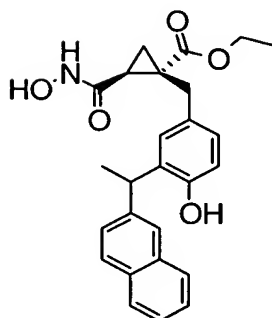
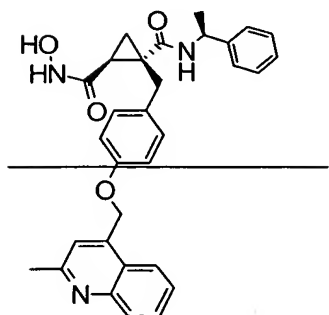
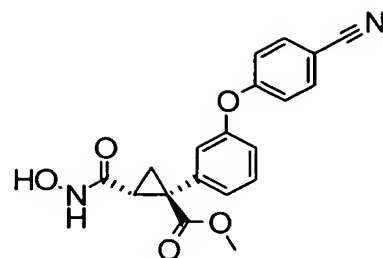
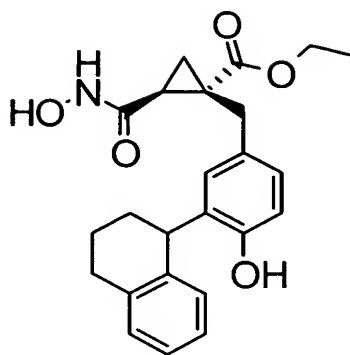
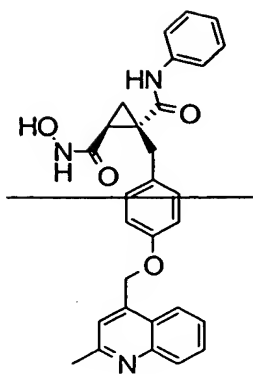




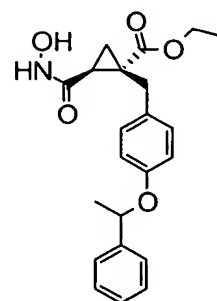
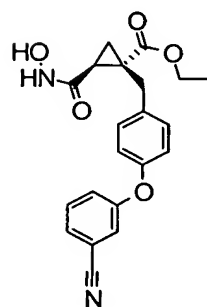
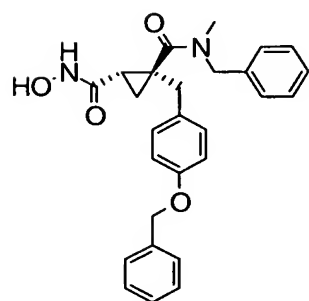
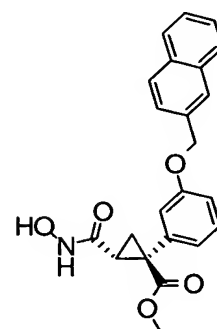
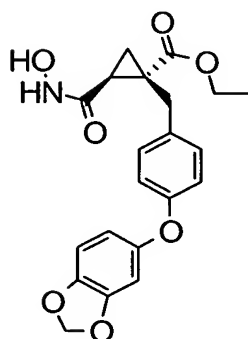
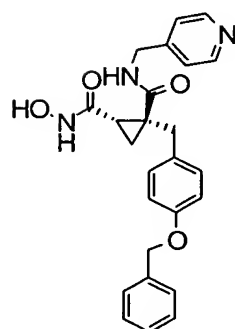
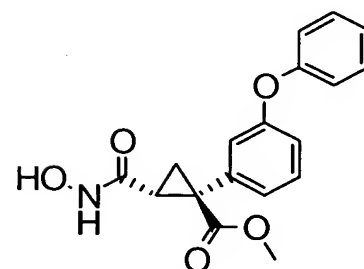
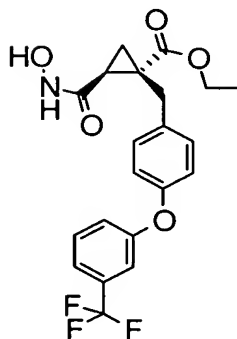
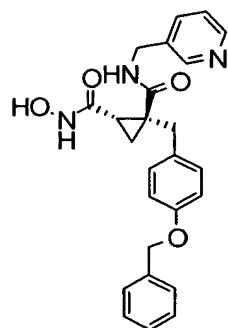
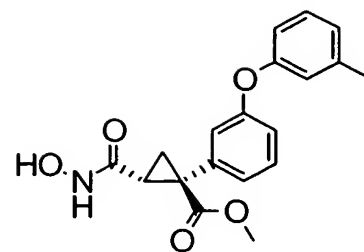
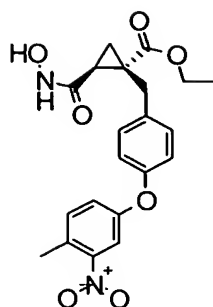
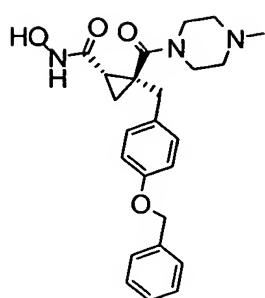


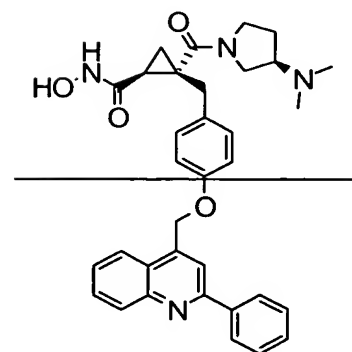
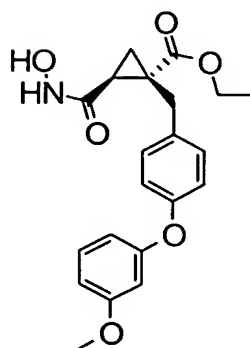
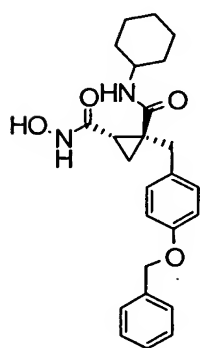
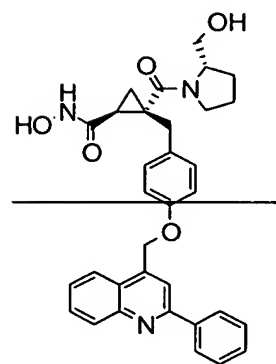
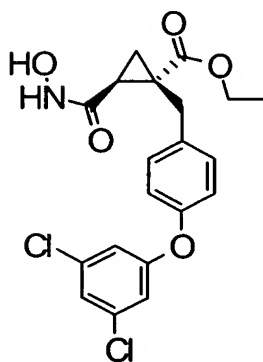
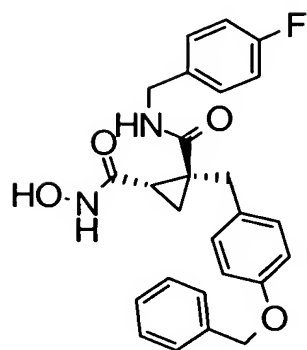
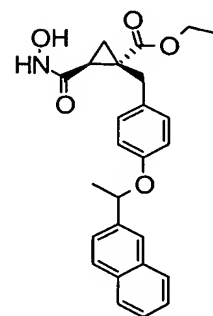
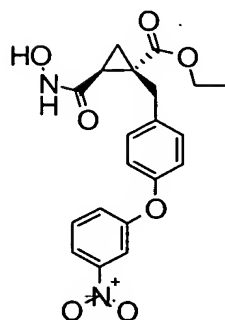
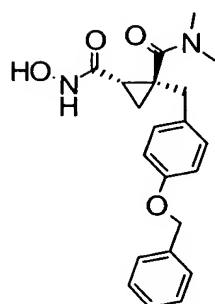
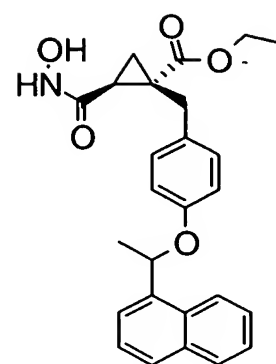
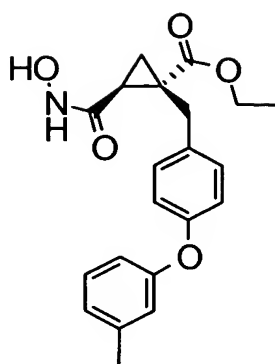
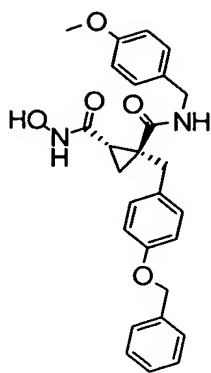


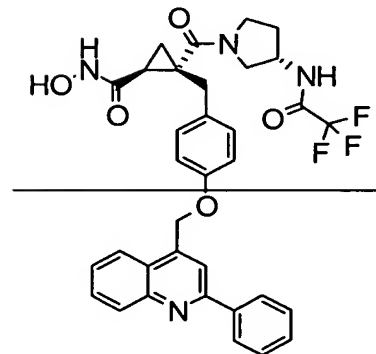
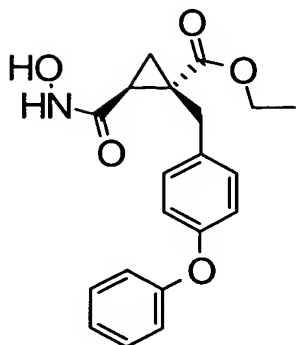
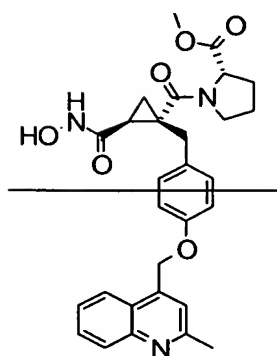
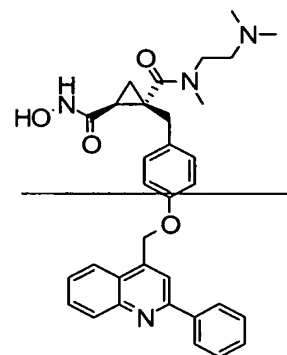
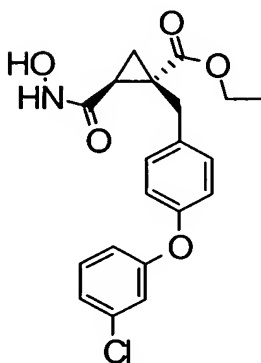
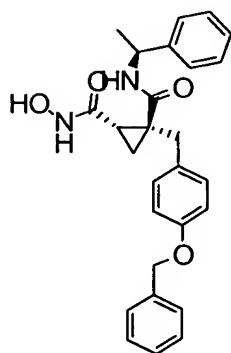
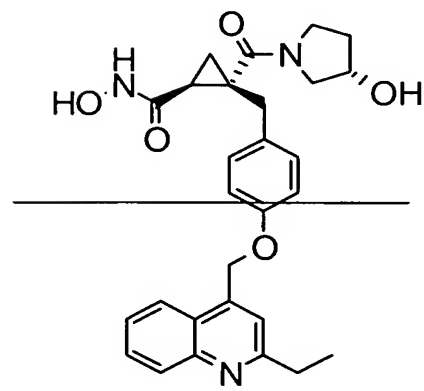
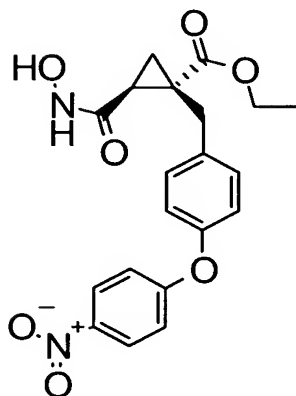
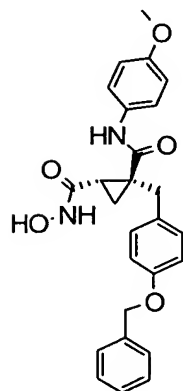
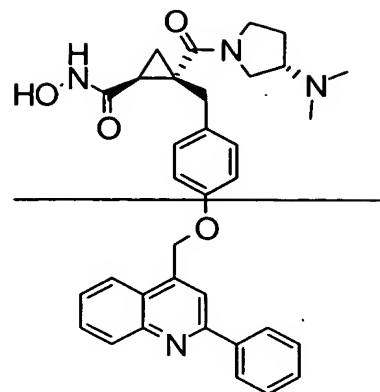
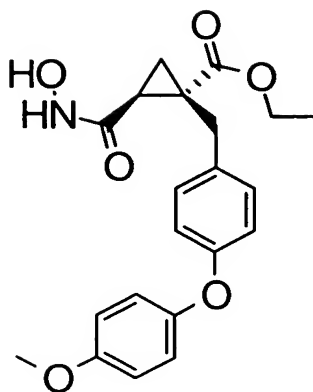
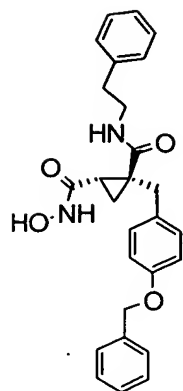


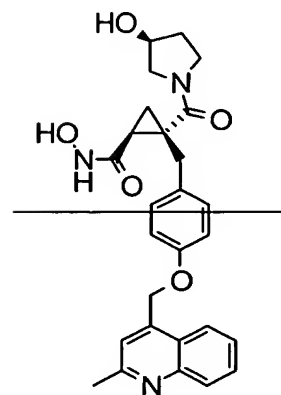
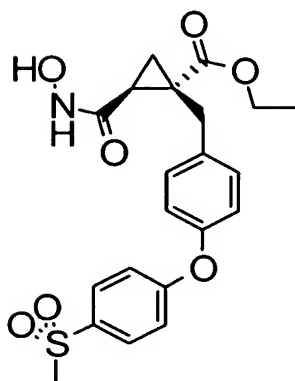
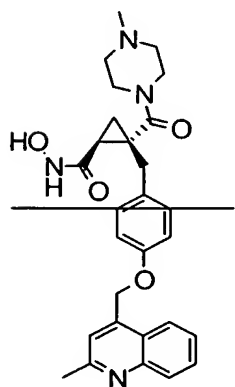
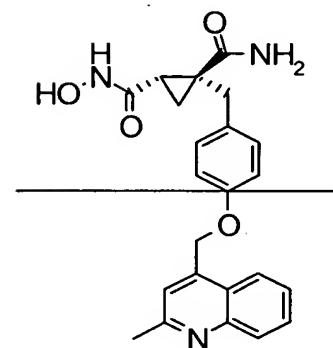
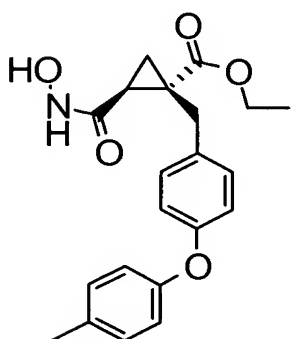
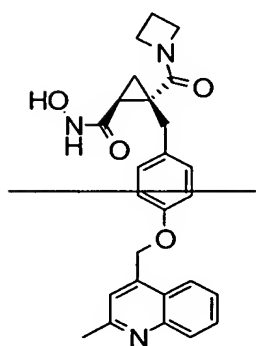
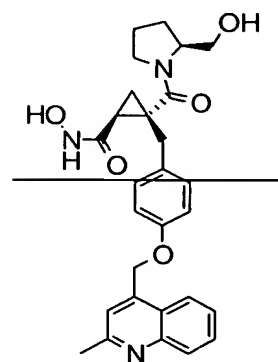
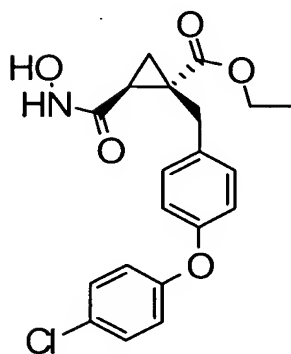
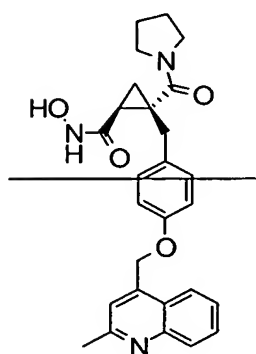
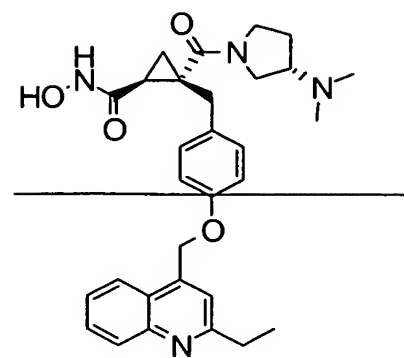
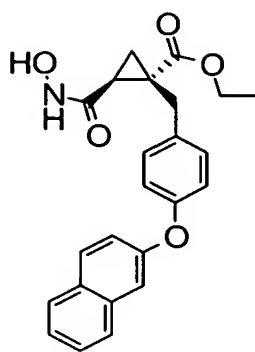
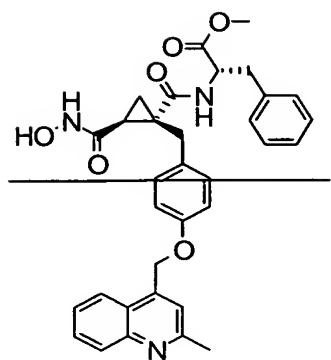


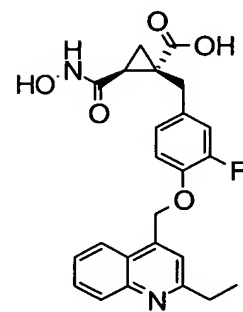
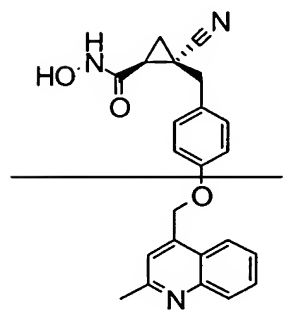
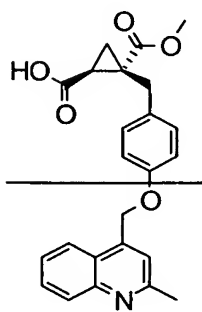
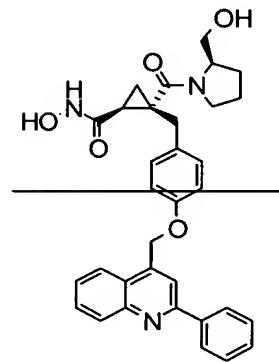
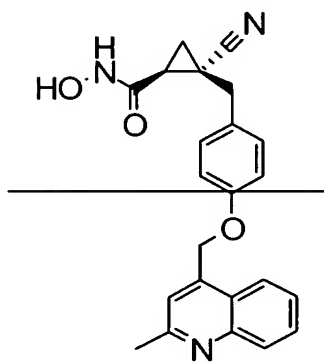
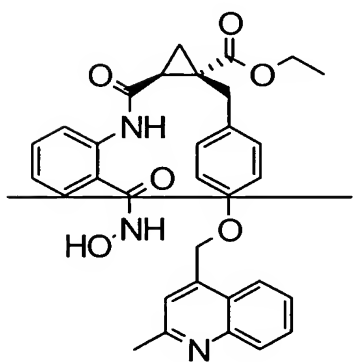
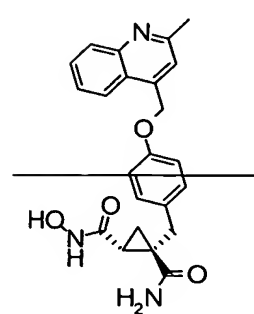
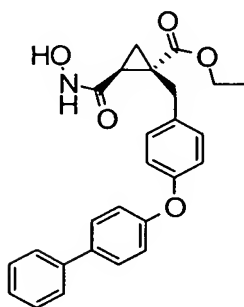
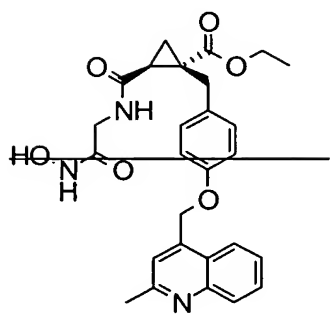
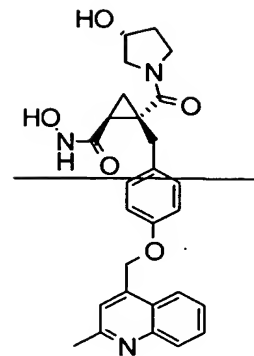
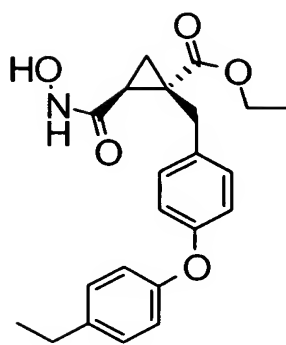
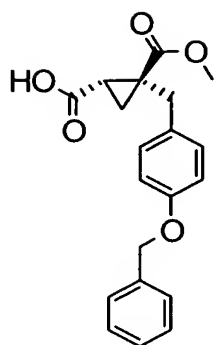


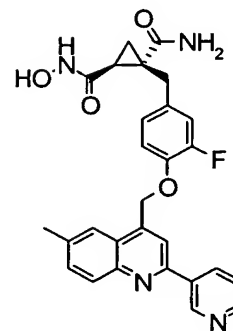
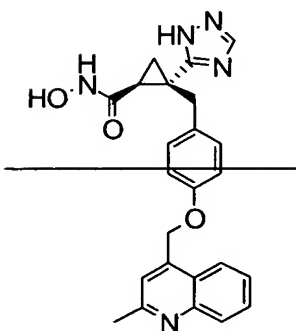
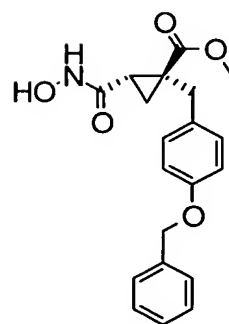
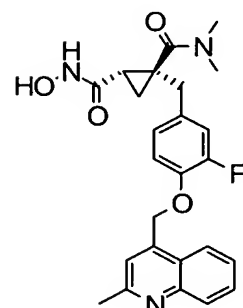
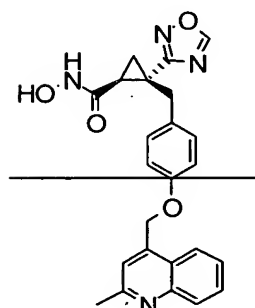
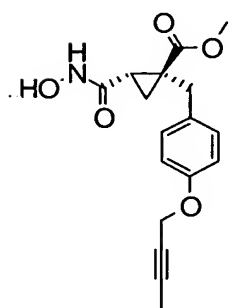
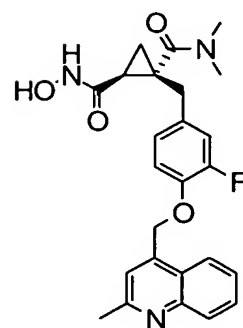
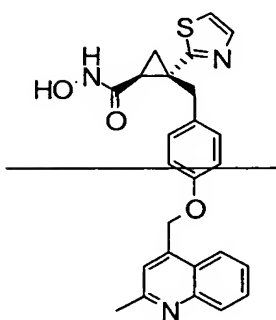
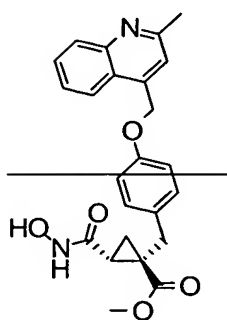
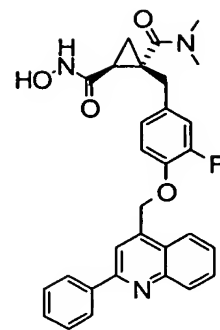
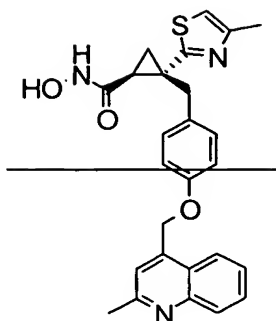
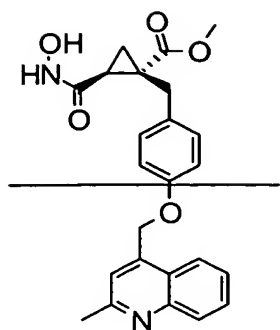


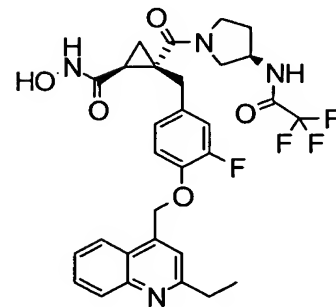
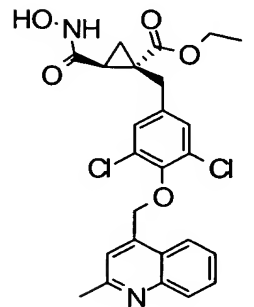
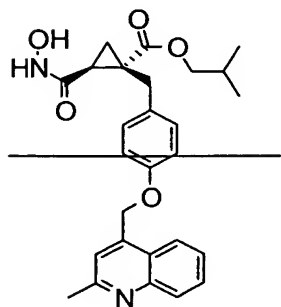
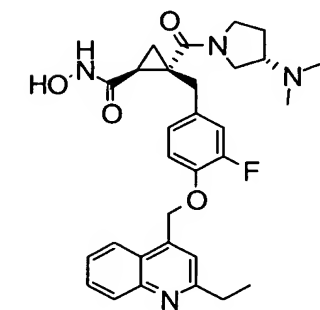
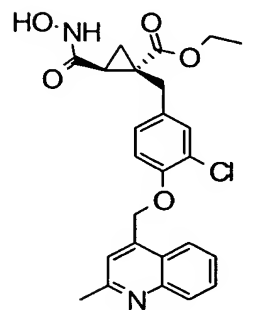
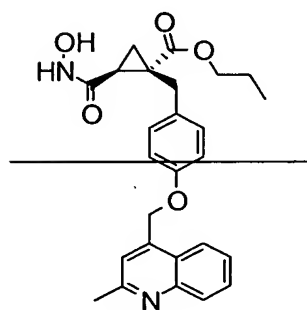
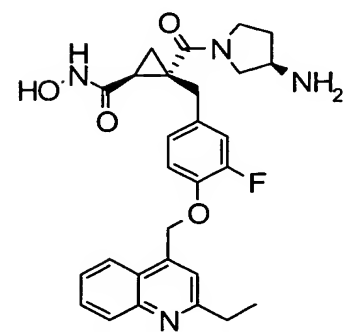
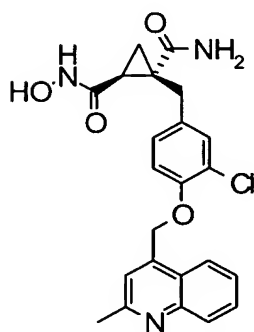
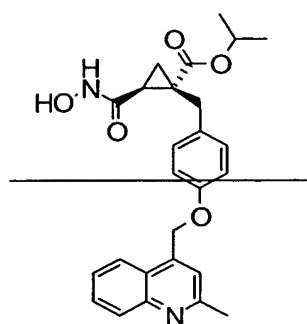
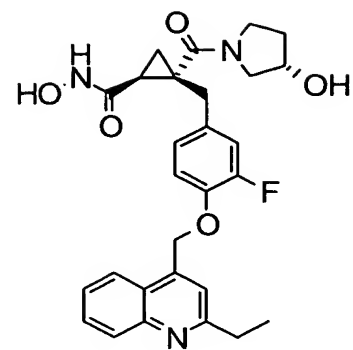
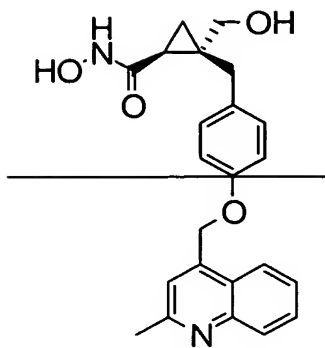
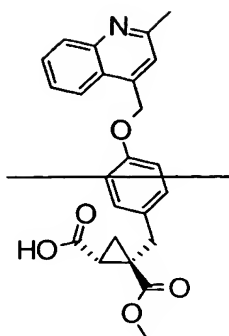


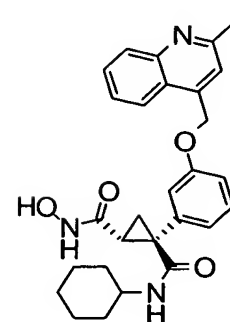
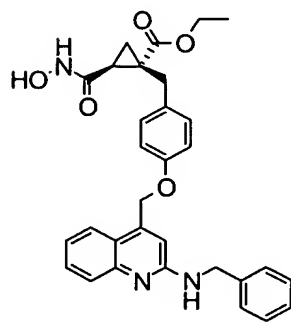
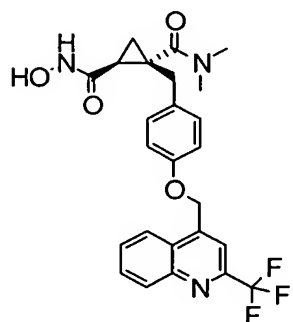
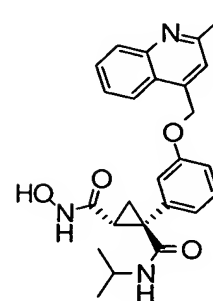
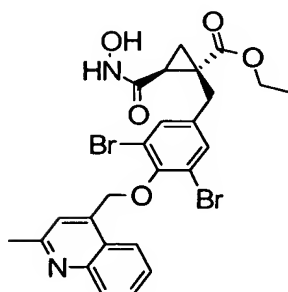
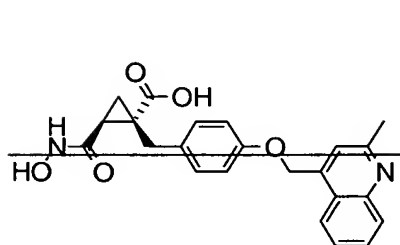
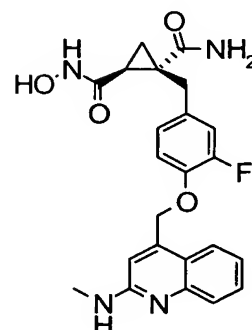
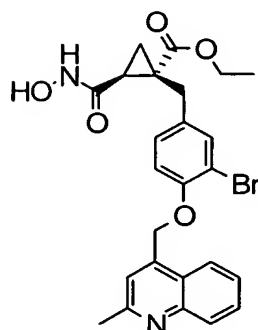
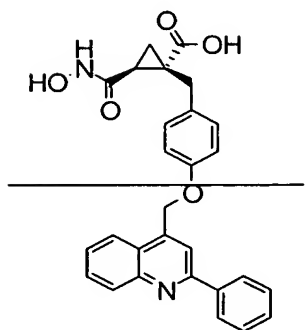
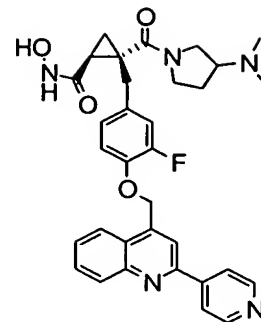
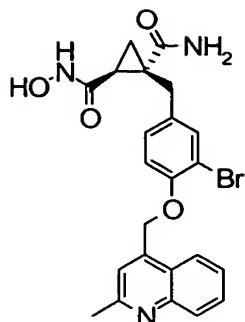
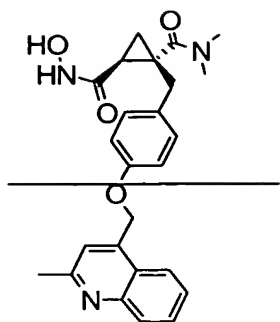




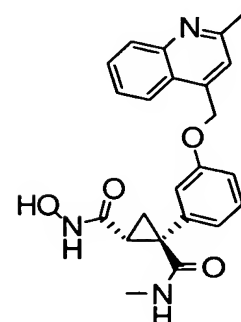
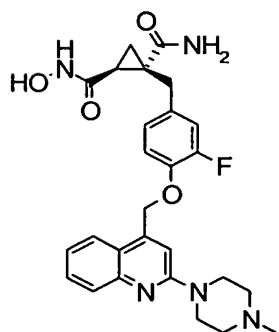
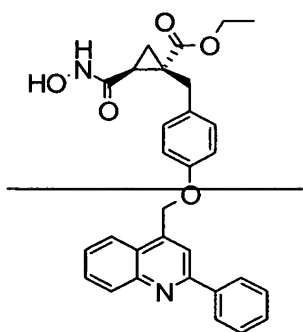
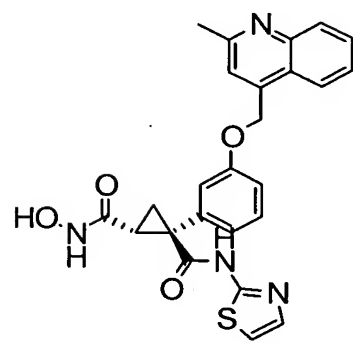
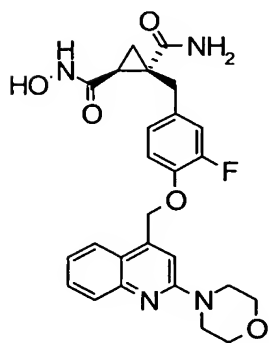
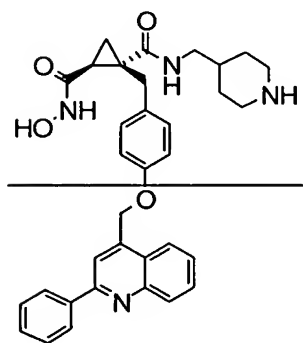
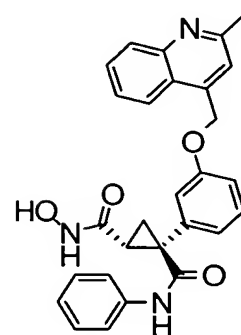
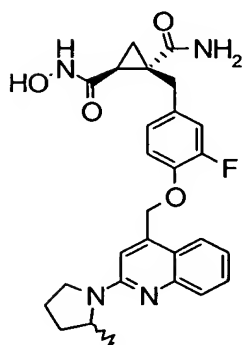
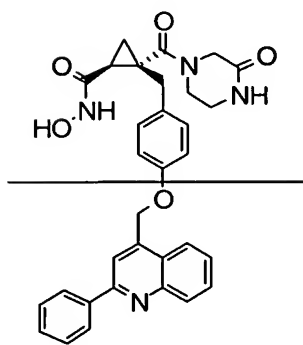
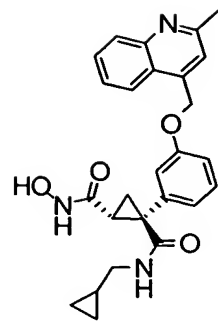
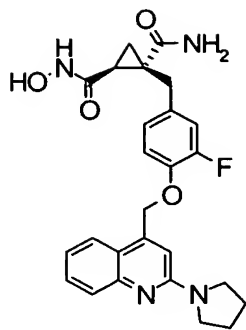
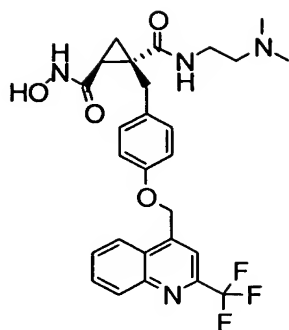


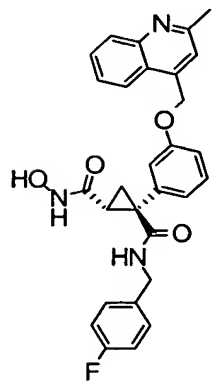
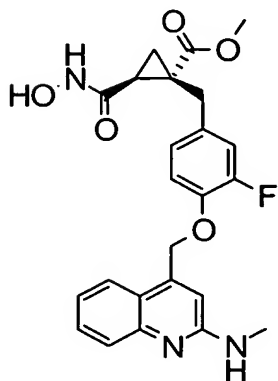
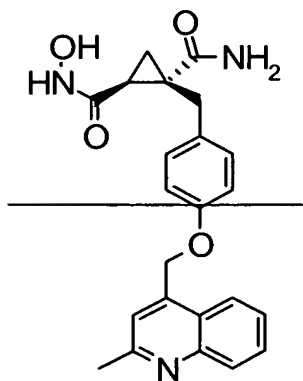
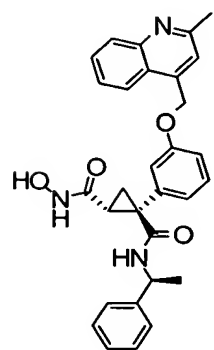
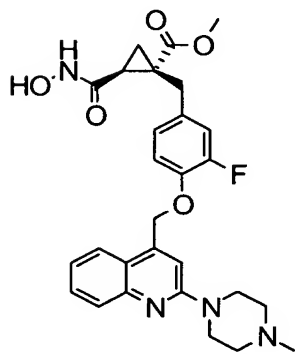
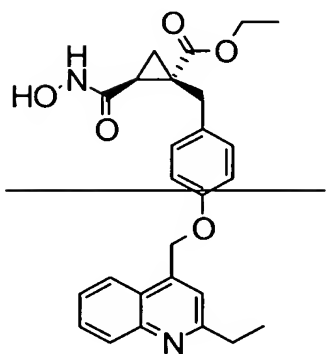
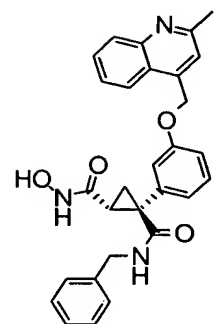
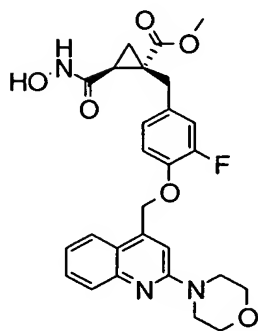
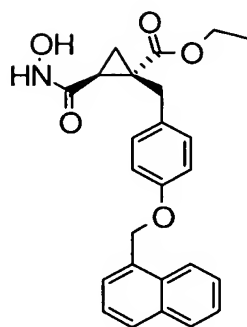
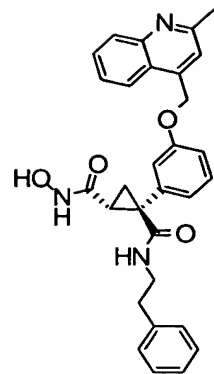
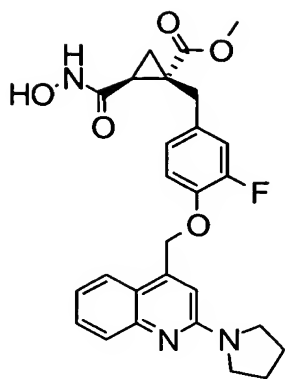
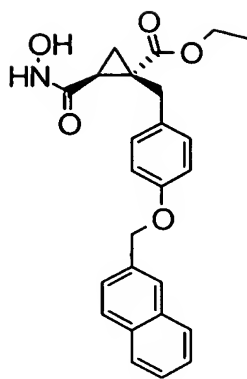


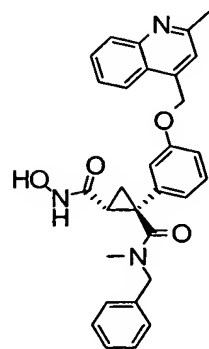
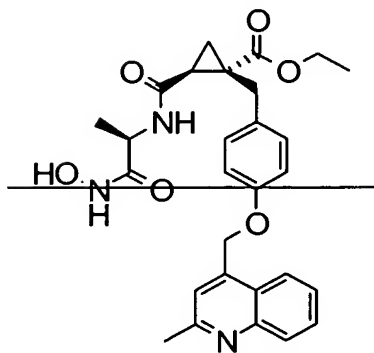
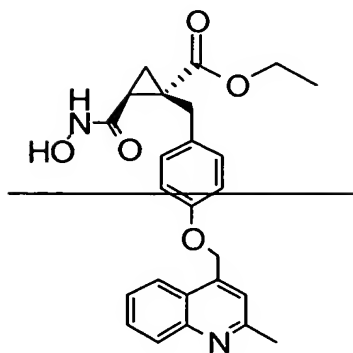
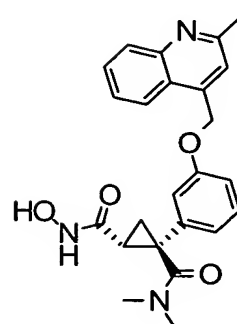
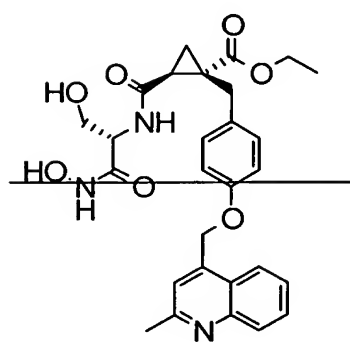
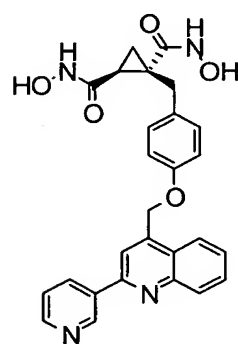
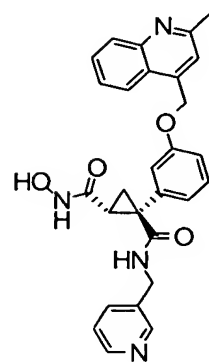
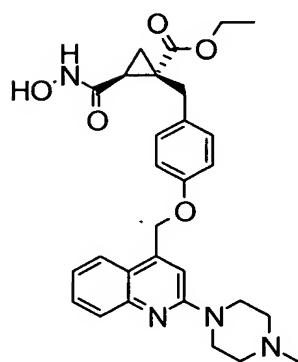
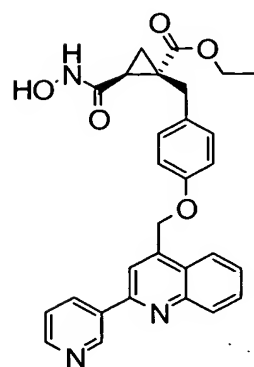
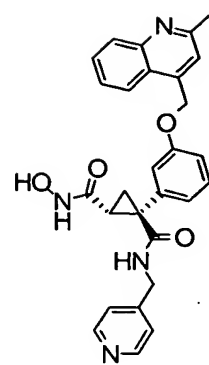
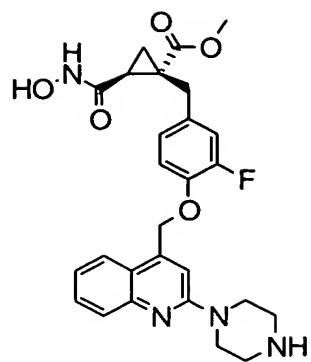
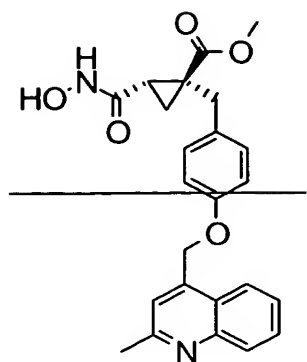


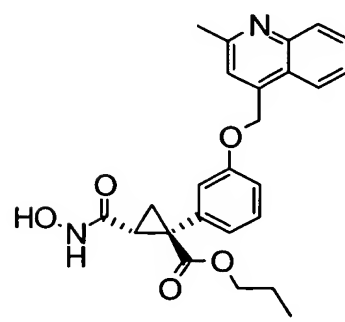
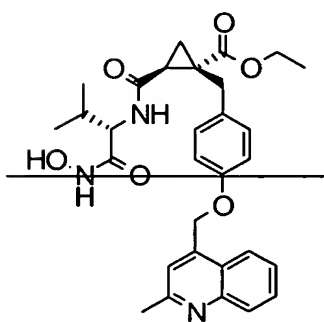
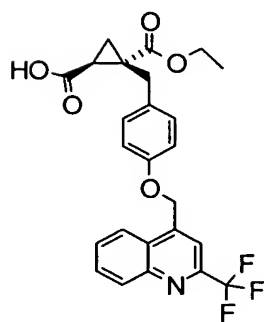
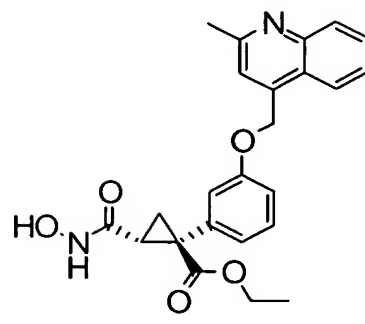
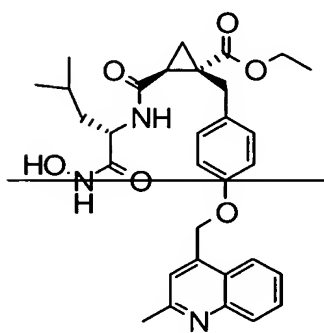
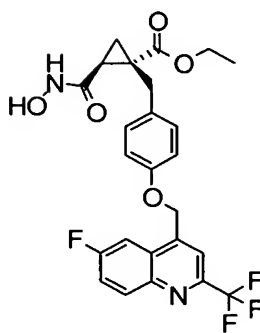
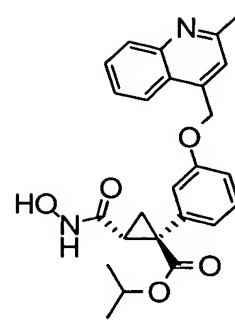
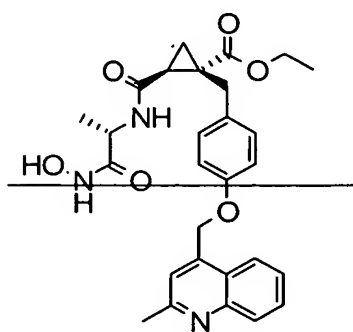
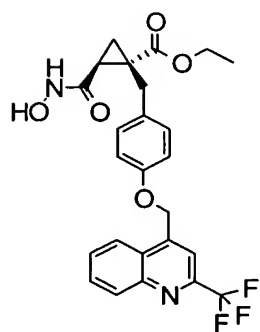
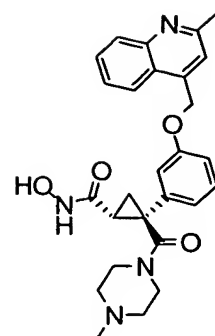
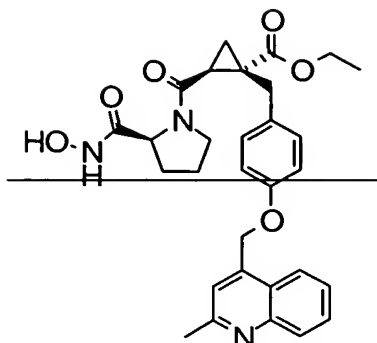
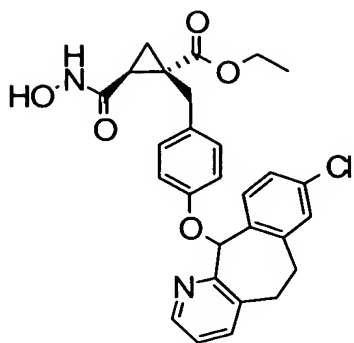


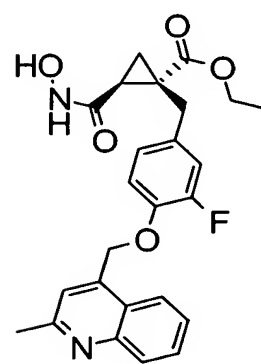
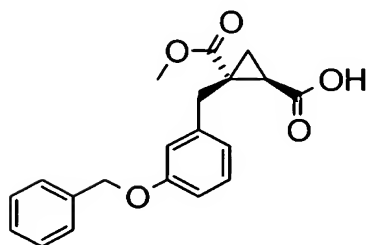
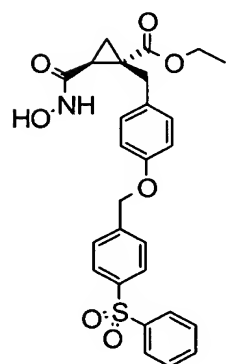
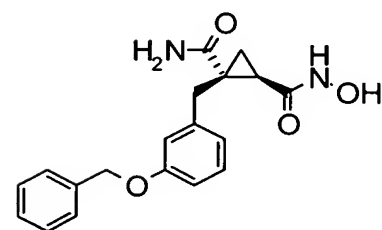
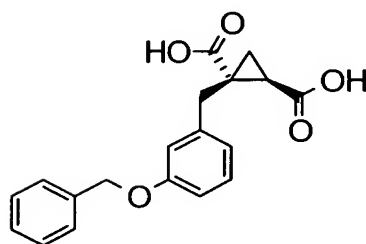
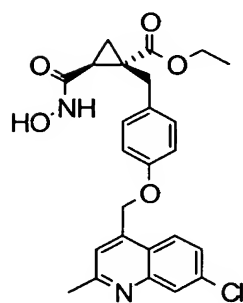
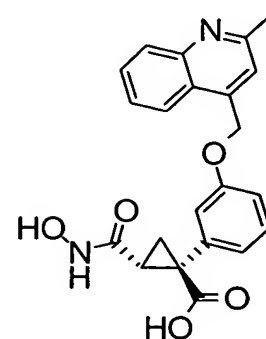
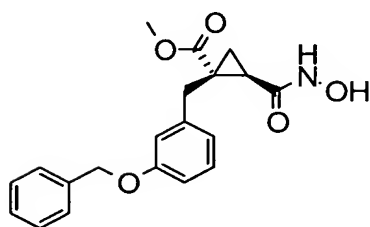
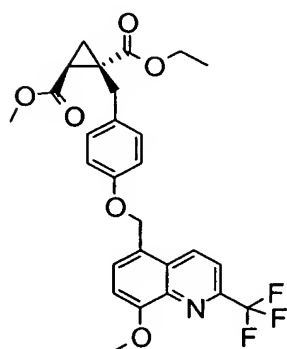
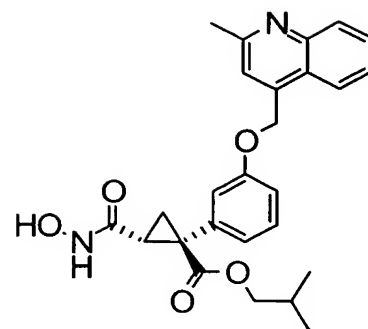
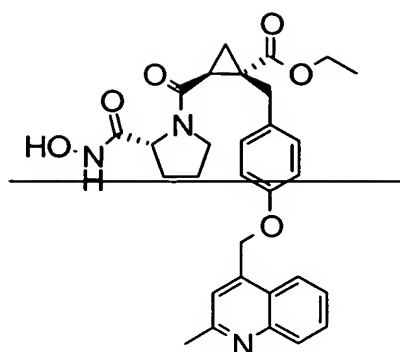
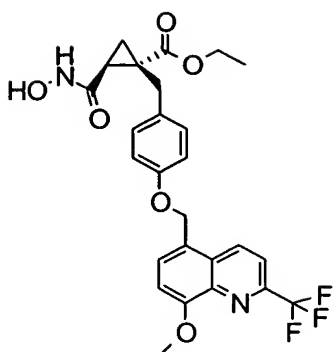


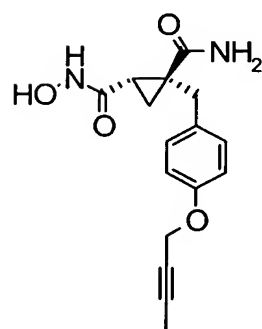
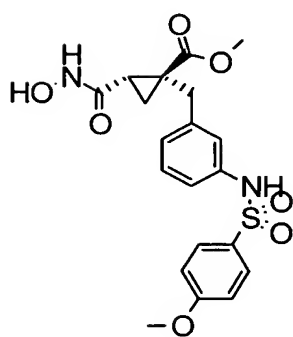
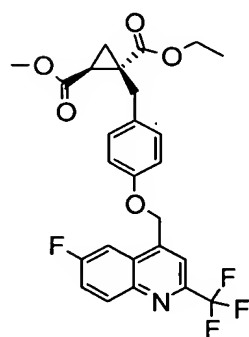
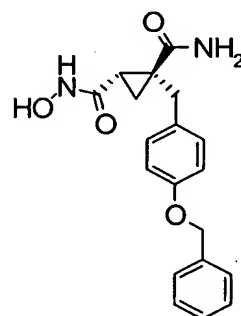
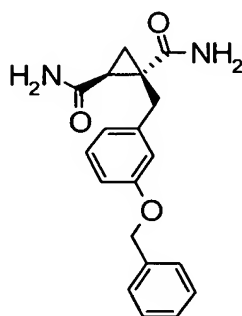
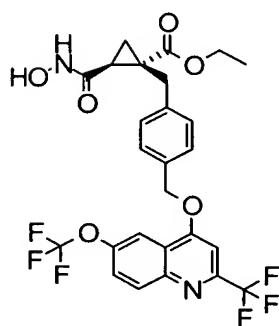
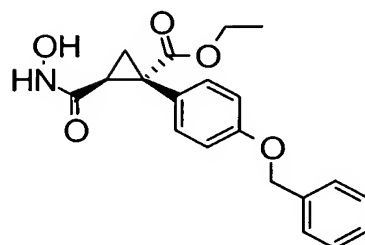
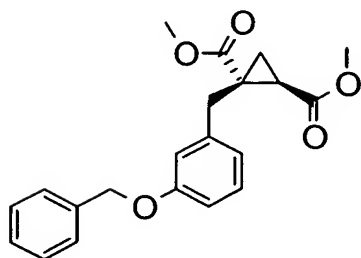
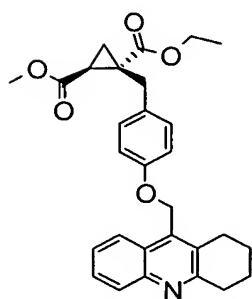
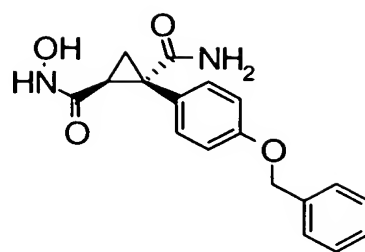
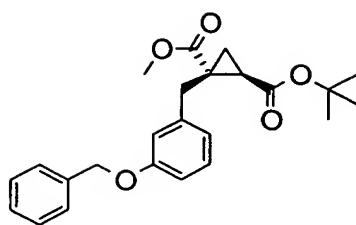
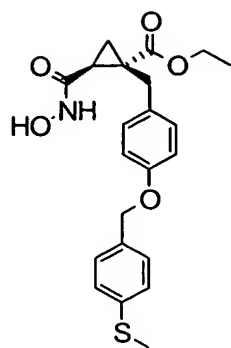


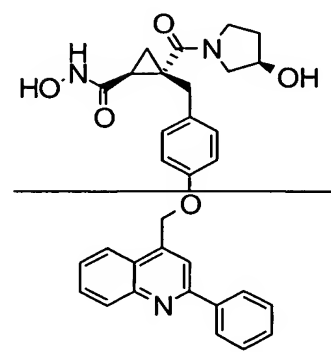
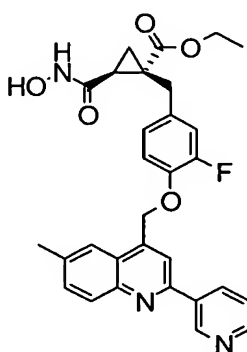
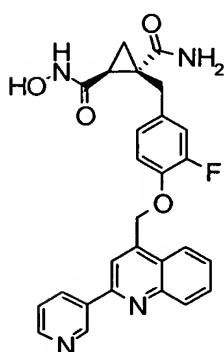
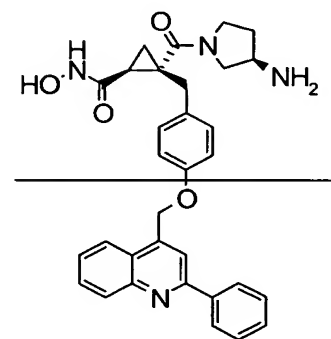
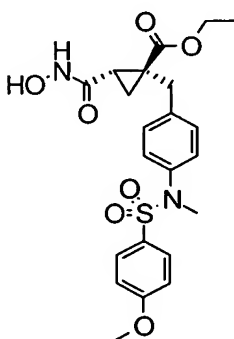
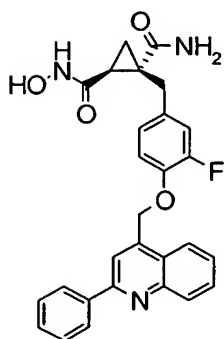
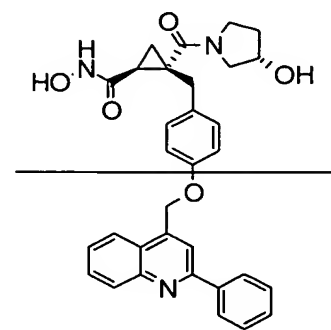
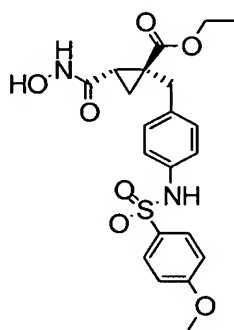
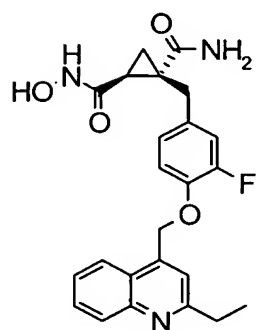
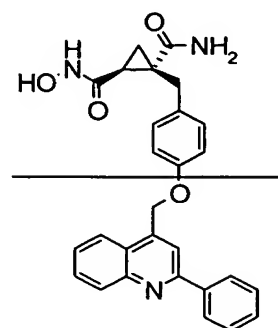
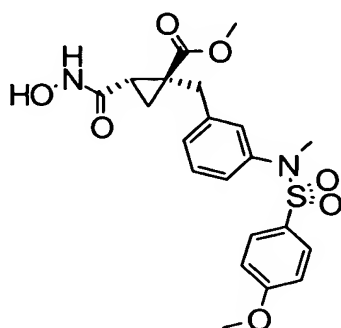
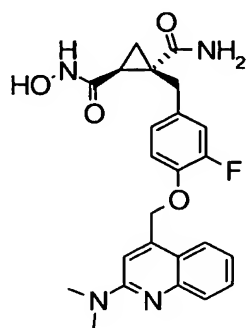


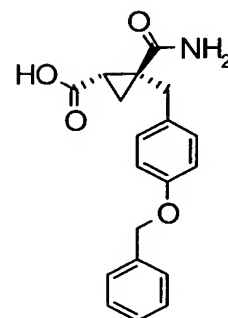
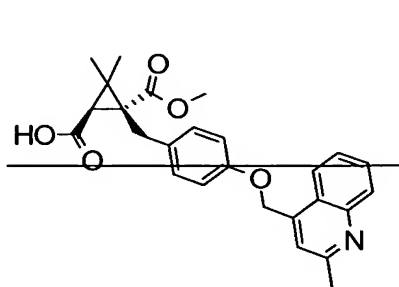
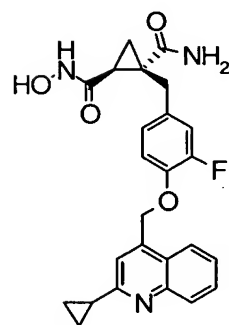
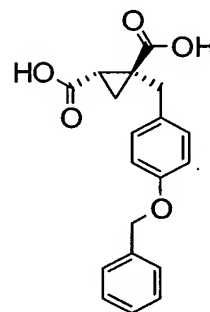
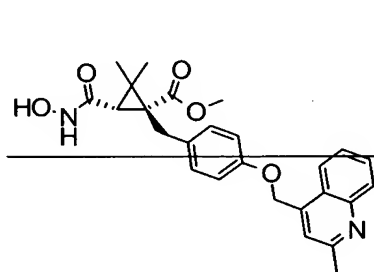
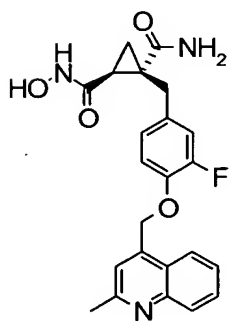
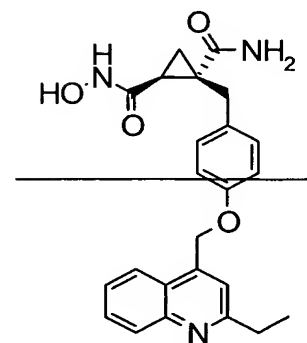
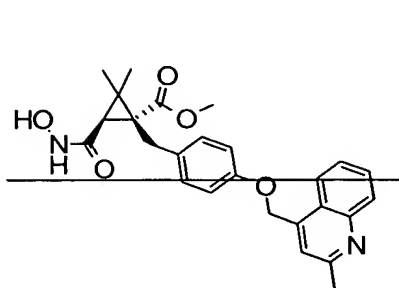
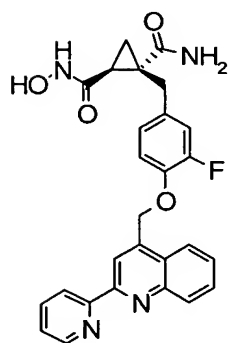
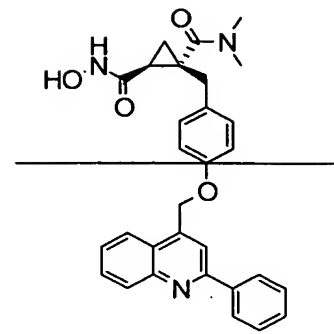
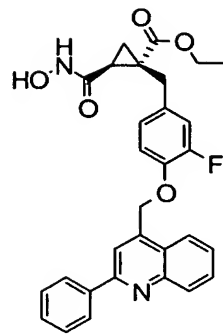
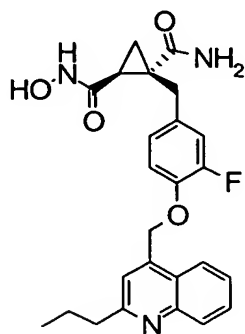




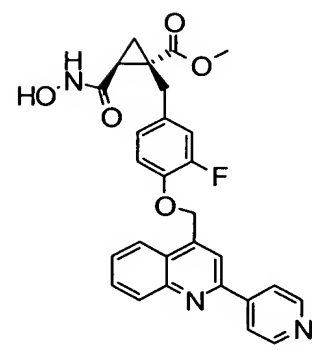
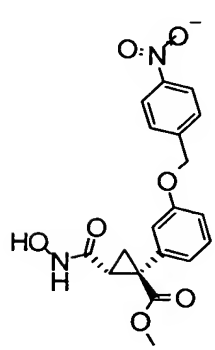
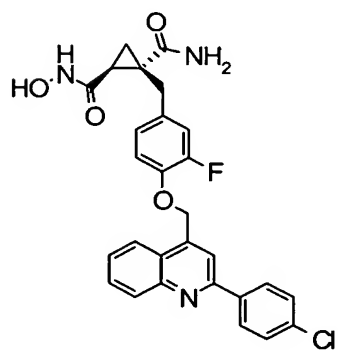
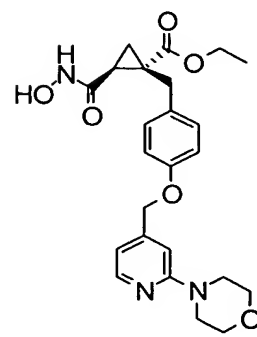
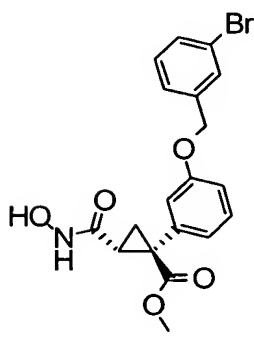
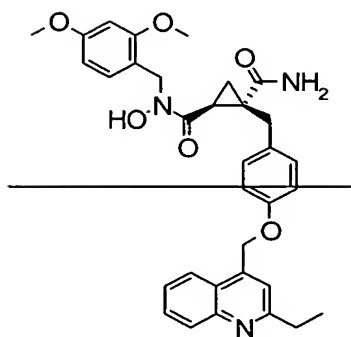
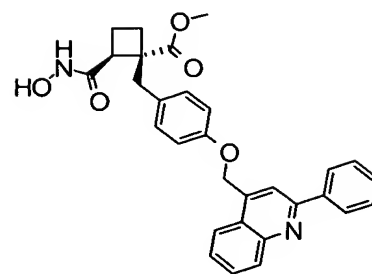
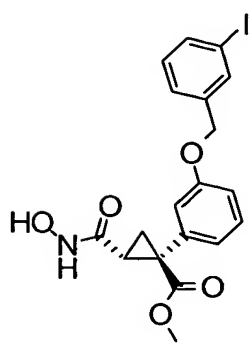
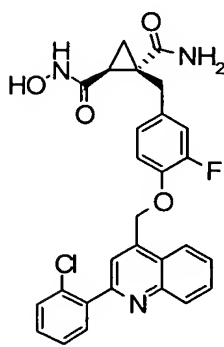
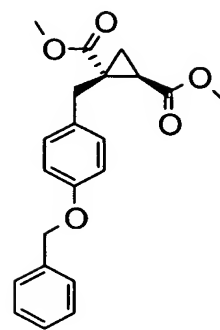
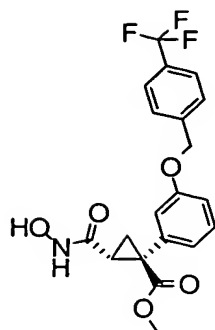
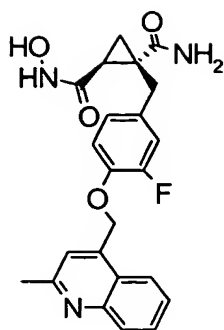


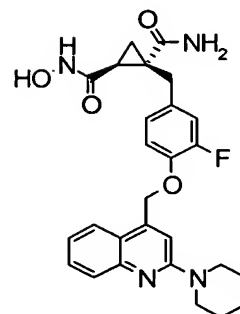
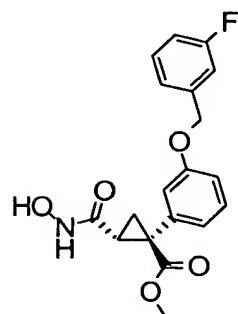
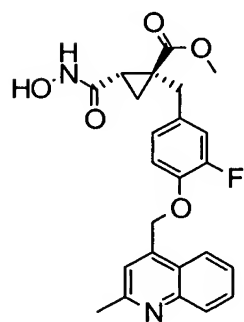
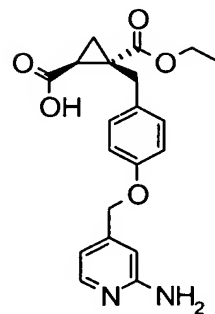
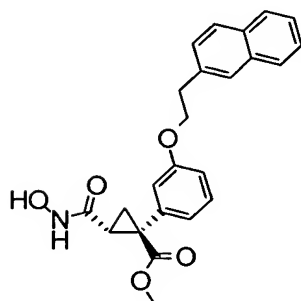
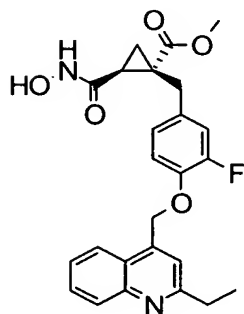
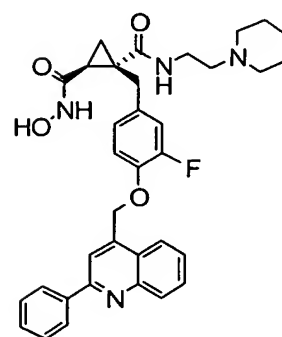
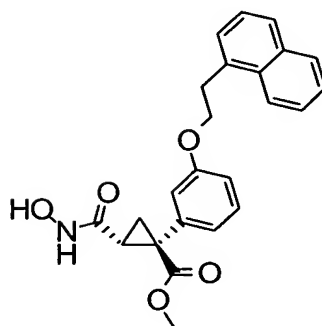
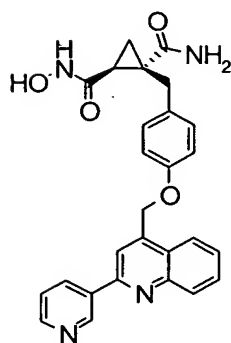
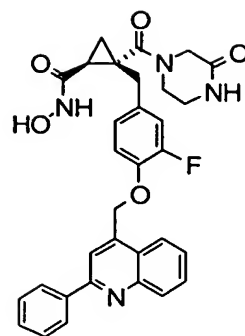
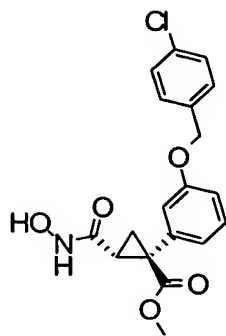
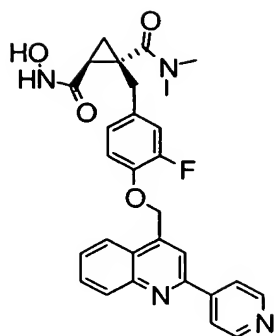


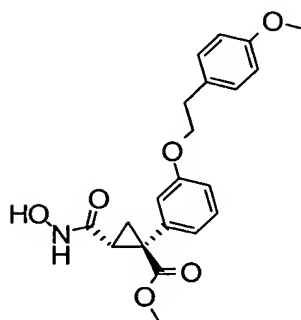
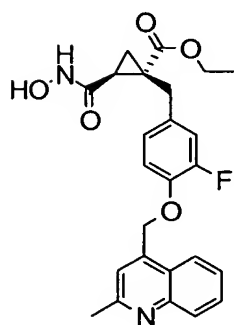
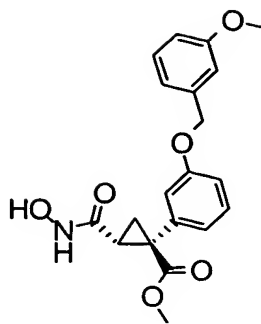
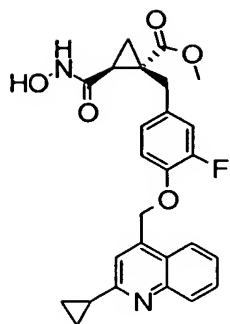






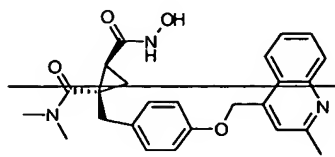
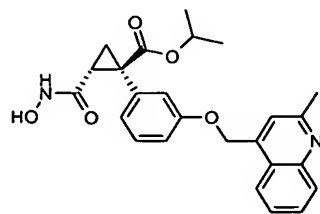
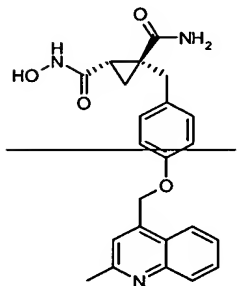
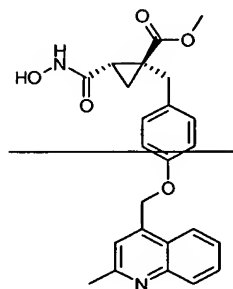
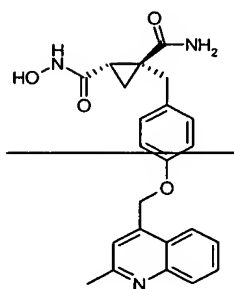
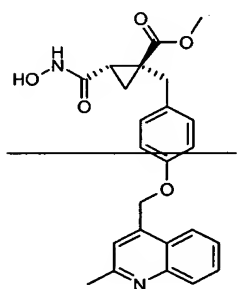


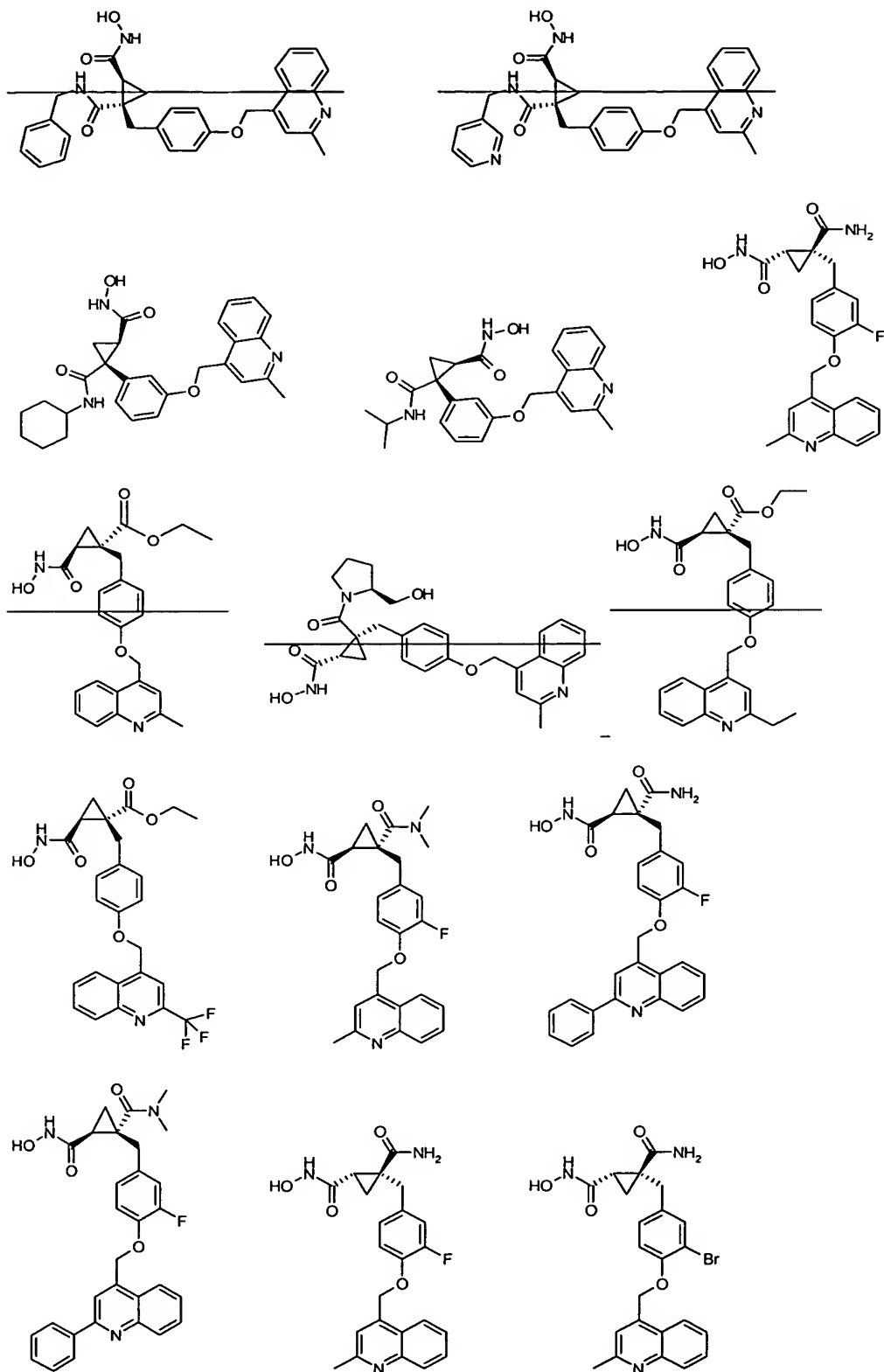


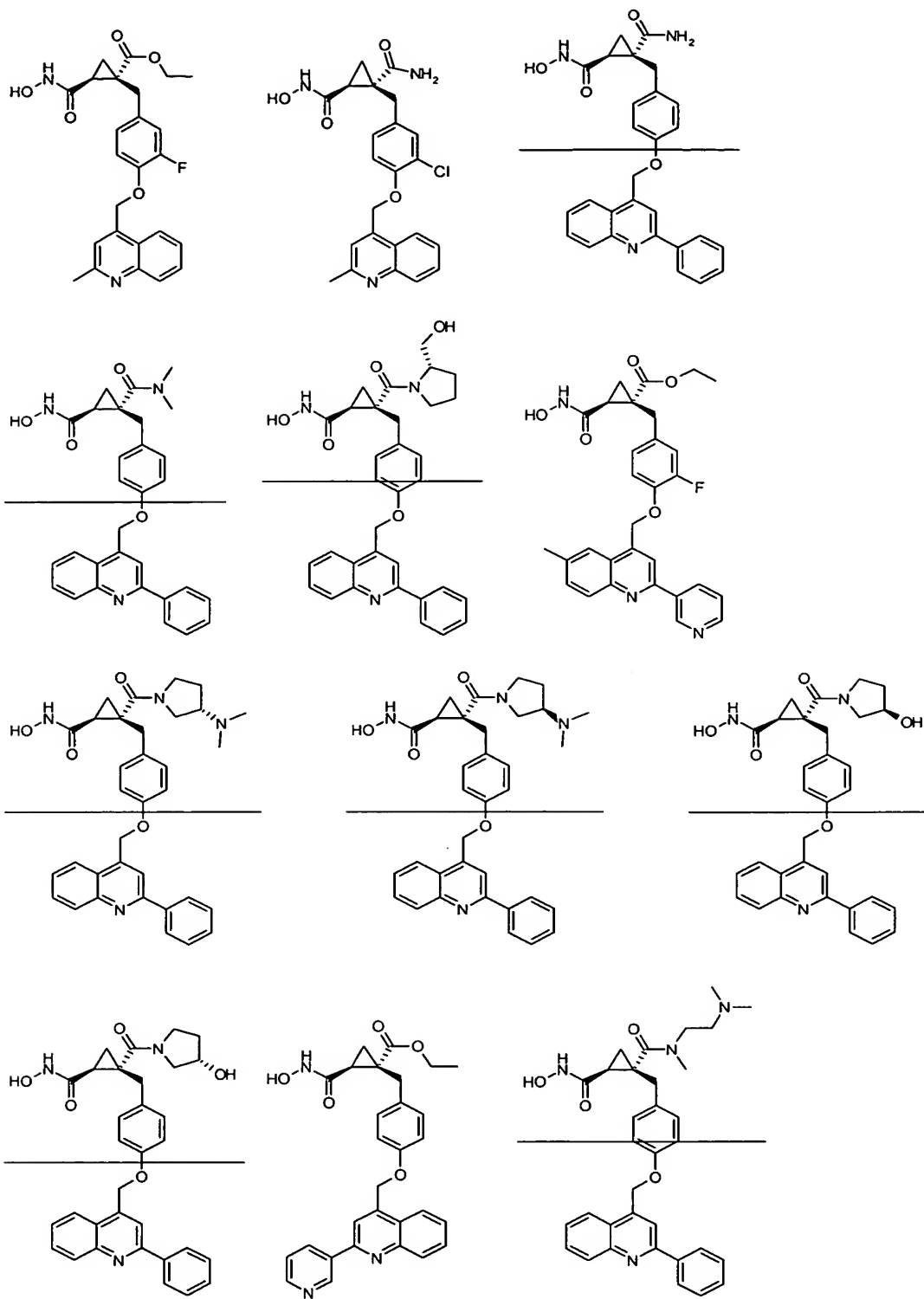


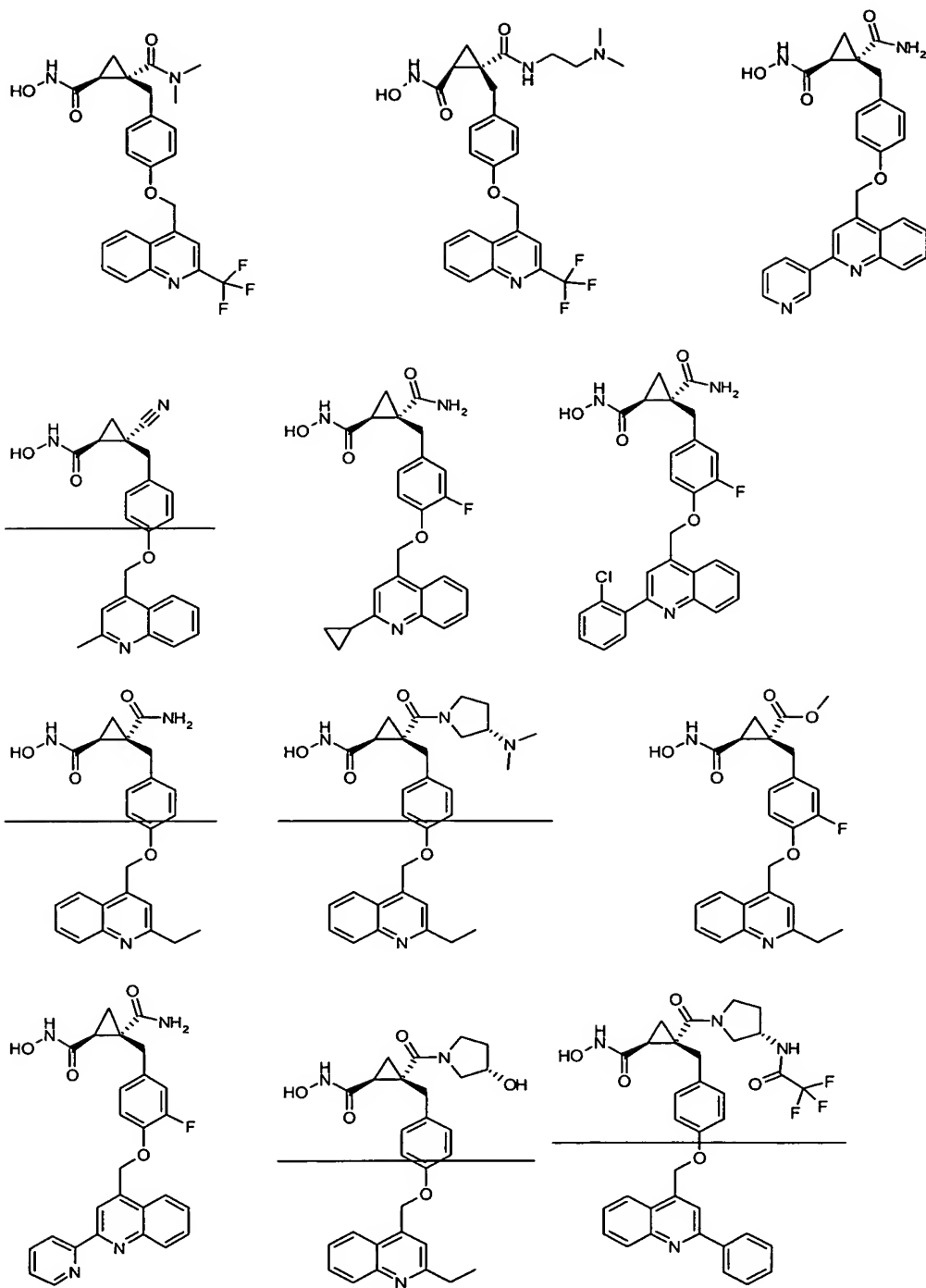
or a pharmaceutically acceptable salt, solvate or isomer thereof.

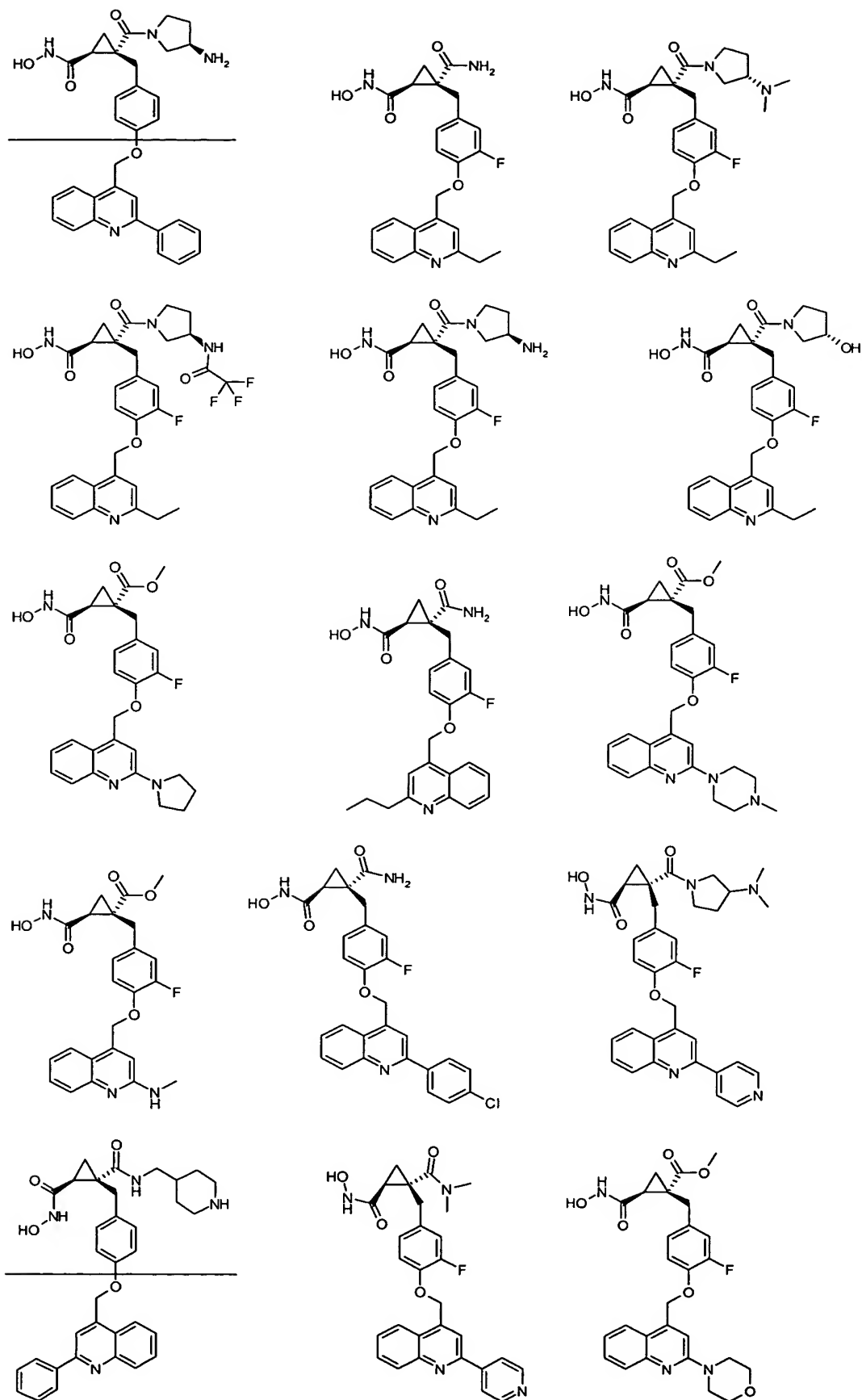
57. (currently amended) A compound according to claim 56, which is selected from the group consisting of

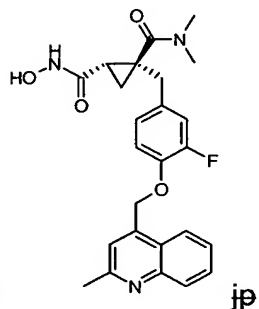
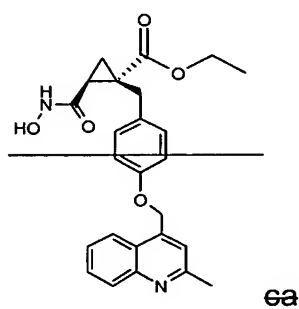
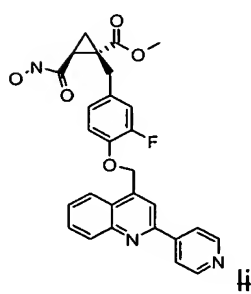
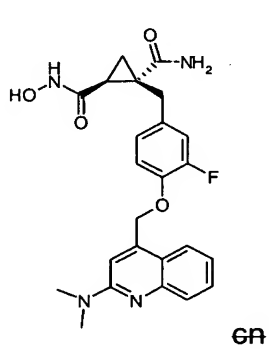
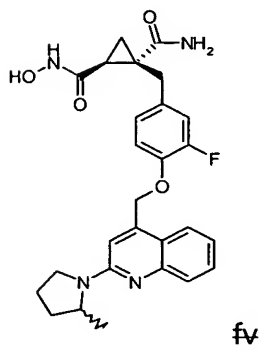
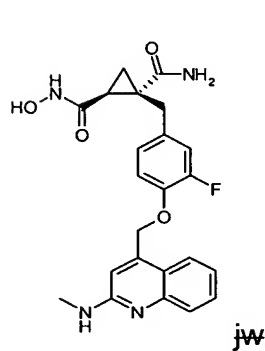
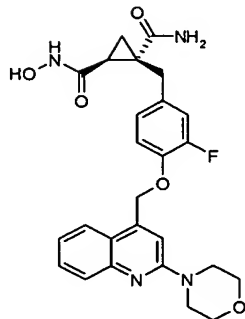
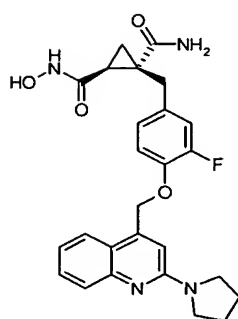
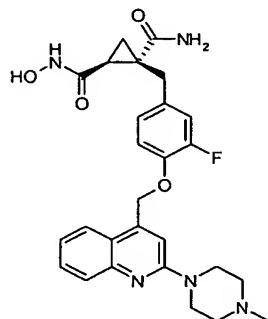
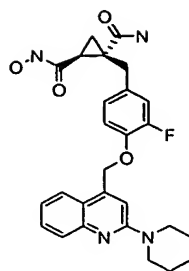
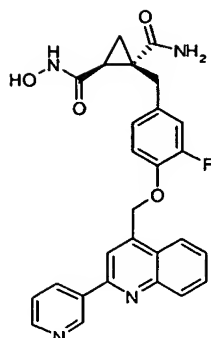
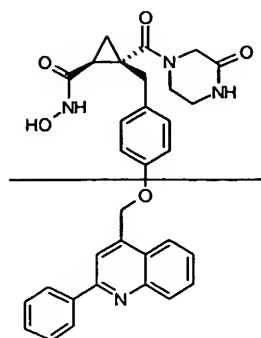




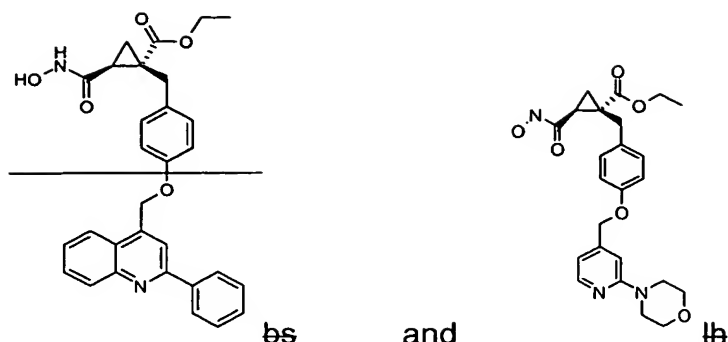












or a pharmaceutically acceptable salt, solvate or isomer thereof.

58. (cancelled)

59. (currently amended)      A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 4 66 or a pharmaceutically acceptable addition salt, solvate or isomer thereof, in combination with a pharmaceutically acceptable carrier.

60. (currently amended)      A pharmaceutical composition for the treatment or prevention of inflammation in a subject, comprising an effective amount of a combination of a compound of claim 4 66 or a pharmaceutically acceptable salt, solvate or isomer thereof, an anti-inflammatory agent different from the compound of claim 4 66 and a pharmaceutically acceptable carrier.

61. (currently amended)      A method for treating or preventing an inflammatory disorder comprising administering to a subject in need thereof a therapeutically effective amount of a compound of claim 4 66 or a pharmaceutically acceptable salt, solvate or isomer thereof.

62. (currently amended)      A method of treating a condition or disease mediated by MMPs, TNF- $\alpha$ , aggrecanase, or a combination thereof in a subject comprising: administering to the subject in need of such treatment a therapeutically effective amount of a compound of claim 4 66 or a pharmaceutically acceptable salt, solvate or isomer thereof.

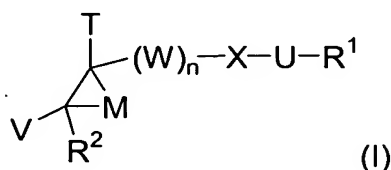
63. (currently amended) A method of treating a condition or disease selected from the group consisting of rheumatoid arthritis, osteoarthritis, periodontitis, gingivitis, corneal ulceration, solid tumor growth and tumor invasion by secondary metastases, neovascular glaucoma, inflammatory bowel disease, multiple sclerosis and psoriasis in a subject, comprising: administering to the subject in need of such treatment a therapeutically effective amount of a compound of claim 4 66 or a pharmaceutically acceptable salt, solvate or isomer thereof.

64. (currently amended) A method of treating a condition or disease selected from the group consisting of fever, cardiovascular conditions, hemorrhage, coagulation, cachexia, anorexia, alcoholism, acute phase response, acute infection, shock, graft versus host reaction, autoimmune disease and HIV infection in a subject comprising administering to the subject in need of such treatment a therapeutically effective amount of a compound of claim 4 66 or a pharmaceutically acceptable salt, solvate or isomer thereof.

65. (currently amended) A method of treating a condition or disease selected from the group consisting of septic shock, haemodynamic shock, sepsis syndrome, post ischaemic reperfusion injury, malaria, mycobacterial infection, meningitis, psoriasis, congestive heart failure, fibrotic diseases, cachexia, graft rejection, cancers such as cutaneous T-cell lymphoma, diseases involving angiogenesis, autoimmune diseases, skin inflammatory diseases, inflammatory bowel diseases such as Crohn's disease and colitis, osteo and rheumatoid arthritis, ankylosing spondylitis, psoriatic arthritis, adult Still's disease, ureitis, Wegener's granulomatosis, Behcehe disease, Sjogren's syndrome, sarcoidosis, polymyositis, dermatomyositis, multiple sclerosis, radiation damage, hyperoxic alveolar injury, periodontal disease, HIV, non-insulin dependent diabetes mellitus, systemic lupus erythematosus, glaucoma, sarcoidosis, idiopathic pulmonary fibrosis, bronchopulmonary dysplasia, retinal disease, scleroderma, osteoporosis, renal ischemia, myocardial infarction, cerebral stroke, cerebral ischemia, nephritis, hepatitis, glomerulonephritis, cryptogenic fibrosing aveolitis, psoriasis, transplant rejection, atopic dermatitis, vasculitis, allergy, seasonal allergic rhinitis, reversible airway obstruction, adult respiratory distress syndrome, asthma, chronic obstructive pulmonary disease (COPD) and bronchitis in a subject comprising administering to the subject in need of such treatment a

therapeutically effective amount of a compound of claim 4 66 or a pharmaceutically acceptable salt, solvate or isomer thereof.

66. (new) A compound represented by Formula (I):



or a pharmaceutically acceptable salt, solvate or isomer thereof, wherein:

M is  $-(\text{C}(\text{R}^{30})(\text{R}^{40}))_m-$ , wherein m is 1 to 6;

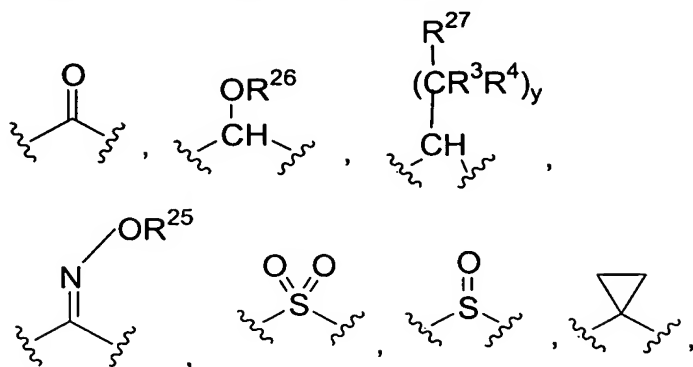
T is selected from the group consisting of  $\text{R}^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-\text{OR}^3$ ,  $-\text{C}(\text{O})\text{R}^4$ ,  $-\text{C}(\text{O})\text{OR}^3$ ,  $-\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{C}(\text{O})\text{NR}^{24}\text{OR}^3$ ,  $-\text{C}(\text{O})\text{SR}^3$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{R}^4$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{S}(\text{O})_x\text{NR}^{24}\text{R}^{25}$ ,  $-\text{S}(\text{O})_x\text{NR}^{25}\text{OR}^3$ ,  $-\text{CN}$ ,  $-\text{P}(\text{O})(\text{R}^{24})(\text{OR}^{24})$ ,  $-\text{P}(\text{O})(\text{OR}^{24})(\text{OR}^{24})$ ,  $-\text{C}(\text{R}^4)(=\text{N}(\text{OR}^3))$ ,  $-\text{C}(\text{O})\text{-AA-NR}^{24}\text{R}^{25}$  and  $-\text{C}(\text{O})\text{-AA-NR}^{25}\text{OR}^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of T is independently unsubstituted or substituted with one to five independently selected  $\text{R}^{20}$  moieties which can be the same or different, each  $\text{R}^{20}$  moiety being independently selected from the group of  $\text{R}^{20}$  moieties below;

V is selected from the group consisting of alkyl,  $\text{R}^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-\text{OR}^3$ ,  $-\text{C}(\text{O})\text{R}^4$ ,  $-(\text{CR}^{23}\text{R}^{24})_{n1}\text{C}(\text{O})\text{OR}^3$ ,  $-\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-(\text{CR}^{23}\text{R}^{24})_{n1}\text{C}(\text{O})\text{NR}^{25}\text{OR}^3$ ,  $-\text{C}(\text{O})\text{SR}^3$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{R}^4$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{S}(\text{O})_x\text{NR}^{24}\text{R}^{25}$ ,  $-\text{S}(\text{O})_x\text{NR}^{25}\text{OR}^3$ ,  $-\text{CN}$ ,  $-\text{P}(\text{O})(\text{R}^{24})(\text{OR}^{24})$ ,  $-\text{P}(\text{O})(\text{OR}^{24})(\text{OR}^{24})$ ,  $-\text{C}(\text{R}^4)(=\text{N}(\text{OR}^3))$ ,  $-\text{C}(\text{O})\text{-AA-NR}^{24}\text{R}^{25}$  and  $-\text{C}(\text{O})\text{-AA-NR}^{25}\text{OR}^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of V is independently unsubstituted or substituted with one to three independently selected  $\text{R}^{20}$  moieties which can be the same or different, each  $\text{R}^{20}$  moiety being independently selected from the group of  $\text{R}^{20}$  moieties below;

W is selected from the group consisting of



a covalent bond,  $-(C(R^3)(R^4))_{n2}-$ ,  $-O-$ ,  $-S-$ , and  $-N(Z)-$ ;

X is selected from the group consisting of alkylene, cycloalkylene, heterocycloalkylene, arylene, heteroarylene and  $-C\equiv C-$ , wherein each of the alkylene, cycloalkylene, heterocycloalkylene, arylene or heteroarylene groups of X is independently unsubstituted or substituted with one to four independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties below,

U is selected from the group consisting of a covalent bond,  $-(C(R^3)(R^4))_p-$ ,  $-Y-(C(R^3)(R^4))_q-$ ,  $-(C(R^3)(R^4))_t-Y-$ , and  $-Y-$ ;

Y is selected from the group consisting of  $-O-$ ,  $-S(O)_x-$ ,  $-N(Z)-$ ,  $-C(O)-$ ,  $-OC(O)-$ ,  $-C(O)N(R^{24})-$ ,  $-N(R^{24})C(O)N(R^{25})-$ ,  $-N(R^{24})S(O)-$ ,  $-N(R^{24})S(O)_2-$ ,  $-S(O)N(R^{24})-$ , and  $-S(O)_2N(R^{24})-$ ;

Z is selected from the group consisting of  $-R^3$ ,  $-C(O)R^3$ ,  $-S(O)_xR^3$  and  $-C(O)NR^3R^4$ ;

n is 0 to 2;

n1 is 0 to 2;

n2 is 1 to 2;

p is 1 to 4;

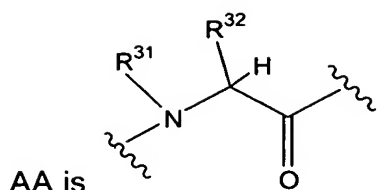
q is 1 to 4;

t is 1 to 4;

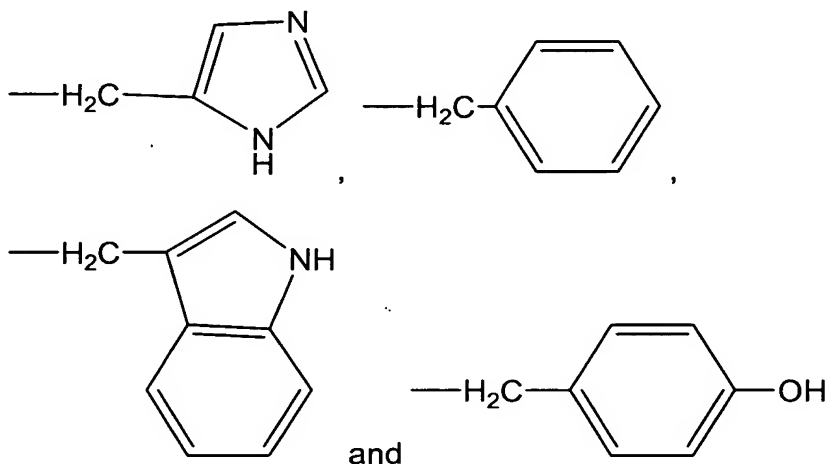
v is 1 to 3;

x is 0 to 2;

y is 0 to 3;



AA is , wherein  $R^{31}$  and  $R^{32}$  are the same or different and are each independently selected from the group consisting of H, alkyl, cycloalkyl, aryl, heteroaryl,  $-NR^{24}R^{25}$ ,  $-(CH_2)_3NH(C=NH)NH_2$ ,  $-CH_2C(O)NH_2$ ,  $-CH_2C(O)OH$ ,  $-CH_2SH$ ,  $-CH_2S-SCH_2CH(NH_2)C(O)OH$ ,  $-CH_2CH_2C(O)OH$ ,  $-CH_2CH_2C(O)NH_2$ ,  $-(CH_2)_4NH_2$ ,  $-CH_2CH_2CH(OH)CH_2NH_2$ ,  $-CH_2CH(CH_3)_2$ ,  $-CH(CH_3)CH_2(CH_3)$ ,  $-CH_2CH_2SCH_3$ ,  $-CH_2OH$ ,  $-CH(OH)(CH_3)$ ,



or  $R^{31}$  and  $R^{32}$ , together with the N to which  $R^{31}$  is attached and the C to which  $R^{31}$  is attached, form a 5-membered ring which is unsubstituted or independently substituted with a hydroxyl group;

$R^1$  is selected from the group consisting of alkyl,  $R^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-C\equiv CR^3$  and  $-CR^3=CR^4R^5$ ,

wherein each of the alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^1$  is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties below,

each  $R^2$ ,  $R^4$  and  $R^5$  is the same or different and each is independently selected from the group consisting of H, halo, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^6$ ,  $-C(O)R^7$ ,  $-C(O)OR^6$ ,  $-NR^{24}R^{25}$ ,  $-NR^{24}C(O)R^{25}$ ,  $-N(=C-O-NR^{24}R^{25})$ ,



wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $\text{R}^2$ ,  $\text{R}^4$  and  $\text{R}^5$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $\text{R}^{22}$ -substituted alkyl or  $\text{R}^{22}$  moieties which can be the same or different, each  $\text{R}^{22}$  moiety being independently selected from the group of  $\text{R}^{22}$  moieties below;

each  $\text{R}^3$  is the same or different and is independently selected from the group consisting of H, alkyl,  $\text{R}^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-\text{OR}^6$ ,  $-\text{C}(\text{O})\text{R}^7$ ,  $-\text{C}(\text{O})\text{OR}^6$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{24}\text{C}(\text{O})\text{R}^{25}$ ,  $-\text{N}(=\text{C}-\text{O}-\text{NR}^{24}\text{R}^{25})$  and  $-\text{NR}^{24}\text{S}(\text{O})_2\text{R}^{25}$ ,

each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $\text{R}^3$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $\text{R}^{22}$ -substituted alkyl or  $\text{R}^{22}$  moieties which can be the same or different, each  $\text{R}^{22}$  moiety being independently selected from the group of  $\text{R}^{22}$  moieties below;

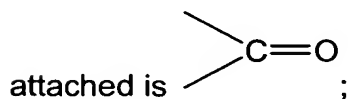
each  $\text{R}^6$  is independently selected from the group consisting of H, alkyl and  $-\text{OCF}_3$ ;

each  $\text{R}^7$  is independently selected from the group consisting of H, alkyl, heteroaryl and  $-\text{CF}_3$ ;

each  $\text{R}^{20}$  is independently selected from the group consisting of: alkyl,  $\text{R}^{21}$ -substituted alkyl,  $-\text{OR}^3$ , halo,  $-\text{CN}$ ,  $-\text{NO}_2$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{C}(\text{O})\text{R}^3$ ,  $-\text{C}(\text{O})\text{OR}^3$ ,  $-\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{S}(\text{O})_x\text{NR}^{24}\text{R}^{25}$ ,  $-\text{S}(\text{O})_x\text{R}^5$ ,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{CF}_2\text{CF}_3$ ,  $-\text{C}(=\text{NOH})\text{R}^3$ , aryl, halo-substituted aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-\text{N}(\text{R}^{25})\text{S}(\text{O})_x\text{R}^5$ ,  $-\text{N}(\text{R}^{25})\text{C}(\text{O})\text{R}^5$ , and  $-\text{N}(\text{R}^{25})\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,

wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl and heterocycloalkyl groups of  $\text{R}^{20}$  is independently unsubstituted or substituted with one to four independently selected  $\text{R}^{22}$  moieties which can be the same or different, each  $\text{R}^{22}$  moiety being independently selected from the group of  $\text{R}^{23}$  moieties below,

or two  $\text{R}^{20}$  groups taken together with the carbon to which both  $\text{R}^{20}$  groups are

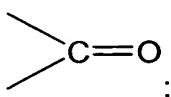


$\text{R}^{21}$  is one to three substituents independently selected from the group consisting of:  $-\text{OR}^3$ , halo,  $-\text{CN}$ ,  $-\text{NO}_2$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{C}(\text{O})\text{R}^3$ ,  $-\text{C}(\text{O})\text{OR}^3$ ,

$-\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{S}(\text{O})_x\text{NR}^{24}\text{R}^{25}$ ,  $-\text{SO}_x\text{R}^5$ ,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{CF}_2\text{CF}_3$ ,  $-\text{C}(=\text{NOH})\text{R}^3$ ,  $\text{R}^{23}$ -substituted alkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-\text{N}(\text{R}^{25})\text{S}(\text{O})_x\text{R}^5$ ,  $-\text{N}(\text{R}^{25})\text{C}(\text{O})\text{R}^5$ , and  $-\text{N}(\text{R}^{25})\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ;

wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl, and heterocycloalkyl groups of  $\text{R}^{21}$  is independently unsubstituted or substituted with one to four independently selected  $\text{R}^{23}$  moieties which can be the same or different, each  $\text{R}^{23}$  moiety being independently selected from the group of  $\text{R}^{23}$  moieties below,

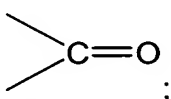
or two  $\text{R}^{21}$  groups taken together with the carbon to which both  $\text{R}^{21}$  groups are

attached is  ;

each  $\text{R}^{22}$  is independently selected from the group consisting of:

halo, alkynyl, aryl, heteroaryl,  $-\text{OR}^{24}$ ,  $-(\text{C}_1\text{-C}_6 \text{ alkyl})-\text{OR}^{24}$ ,  $-\text{CN}$ ,  $-\text{NO}_2$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{C}(\text{O})\text{R}^{23}$ ,  $-\text{C}(\text{O})\text{OR}^{23}$ ,  $-\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{S}(\text{O})_x\text{NR}^{24}\text{R}^{25}$ ,  $-\text{S}(\text{O})_x\text{R}^{23}$ ,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{CF}_2\text{CF}_3$ ,  $-\text{C}(=\text{NOH})\text{R}^{23}$ ,  $-\text{N}(\text{R}^{24})\text{S}(\text{O})_x\text{R}^{25}$ ,  $-\text{N}(\text{R}^{24})\text{C}(\text{O})\text{R}^{25}$ , and  $-\text{N}(\text{R}^{24})\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,

or two  $\text{R}^{22}$  groups taken together with the carbon to which both  $\text{R}^{22}$  groups are

attached is  ;

each  $\text{R}^{23}$  is independently selected from the group consisting of H, hydroxyl, halo and alkyl;

each  $\text{R}^{24}$  is independently selected from the group consisting of H and alkyl;

each  $\text{R}^{25}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl,  $-\text{NR}^{24}\text{R}^{24}$ ,  $-(\text{C}_1 \text{ to } \text{C}_6 \text{ alkyl})\text{NR}^{24}\text{R}^{24}$ ,  $-\text{CF}_3$  and  $-\text{S}(\text{O})_x\text{R}^{23}$ ;

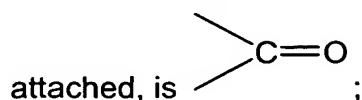
each  $\text{R}^{26}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl and  $-\text{NR}^3\text{R}^4$ ;

$\text{R}^{27}$  is independently selected from the group consisting of heteroaryl, heterocycloalkyl and  $-\text{NR}^{24}\text{R}^{25}$ ;

$\text{R}^{30}$  is independently selected from the group consisting of H and  $\text{R}^{20}$  substituent groups above;

$\text{R}^{40}$  is independently selected from the group consisting of H and  $\text{R}^{20}$  substituent groups above,

or  $R^{30}$  and  $R^{40}$ , taken together with the carbon to which  $R^{30}$  and  $R^{40}$  are

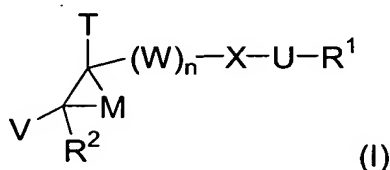


with the proviso that at least one of V or T is selected from the group consisting of  $-C(O)N(R^3)(OR^4)$ ,  $-C(O)OR^3$  and  $-C(O)NR^{24}R^{25}$ , and

when  $-(W)_n-X-U-$  is alkylene,  $R^1$  is not alkyl;

with the further proviso that when m is 1, W is not  $-(CH_2)-$ , X is not an unsubstituted phenyl, U is not  $-O-(CH_2)-$ , and  $R^1$  is not unsubstituted quinolyl, an alkyl-substituted quinolyl or an aryl-substituted quinolyl.

67. (new) A compound represented by Formula (I):



or a pharmaceutically acceptable salt, solvate or isomer thereof, wherein:

M is  $-(C(R^{30})(R^{40}))_m-$ , wherein m is 1 to 6;

T is selected from the group consisting of  $R^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^3$ ,  $-C(O)R^4$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-C(O)NR^{24}OR^3$ ,  $-C(O)SR^3$ ,  $-NR^{24}R^{25}$ ,  $-NR^{25}C(O)R^4$ ,  $-NR^{25}C(O)OR^3$ ,  $-NR^{25}C(O)NR^{24}R^{25}$ ,  $-NR^{25}C(O)NR^{24}OR^3$ ,  $-NR^{25}S(O)_xR^3$ ,  $-SR^3$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xNR^{25}OR^3$ ,  $-CN$ ,  $-P(O)(R^{24})(OR^{24})$ ,  $-P(O)(OR^{24})(OR^{24})$ ,  $-C(R^4)(=N(OR^3))$ ,  $-C(O)-AA-NR^{24}R^{25}$  and  $-C(O)-AA-NR^{25}OR^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of T is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties below;

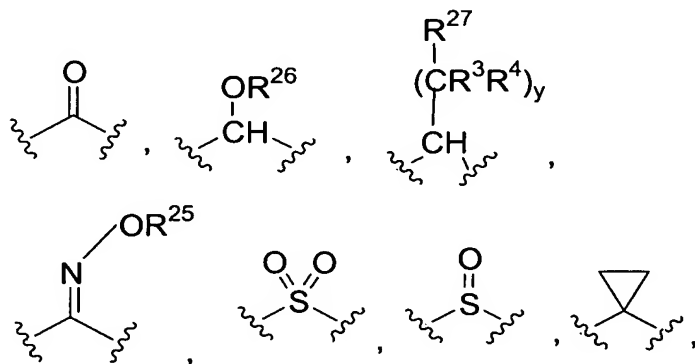
V is selected from the group consisting of alkyl,  $R^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^3$ ,  $-C(O)R^4$ ,  $-(CR^{23}R^{24})_{n1}C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-(CR^{23}R^{24})_{n1}C(O)NR^{25}OR^3$ ,  $-C(O)SR^3$ ,  $-NR^{24}R^{25}$ ,  $-NR^{25}C(O)R^4$ ,



-NR<sup>25</sup>C(O)OR<sup>3</sup>, -NR<sup>25</sup>C(O)NR<sup>24</sup>R<sup>25</sup>, -NR<sup>25</sup>C(O)NR<sup>24</sup>OR<sup>3</sup>, -NR<sup>25</sup>S(O)<sub>x</sub>R<sup>3</sup>, -SR<sup>3</sup>, -S(O)<sub>x</sub>NR<sup>24</sup>R<sup>25</sup>, -S(O)<sub>x</sub>NR<sup>25</sup>OR<sup>3</sup>, -CN, -P(O)(R<sup>24</sup>)(OR<sup>24</sup>), -P(O)(OR<sup>24</sup>)(OR<sup>24</sup>), -C(R<sup>4</sup>)(=N(OR<sup>3</sup>)), -C(O)-AA-NR<sup>24</sup>R<sup>25</sup> and -C(O)-AA-NR<sup>25</sup>OR<sup>3</sup>,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of V is independently unsubstituted or substituted with one to three independently selected R<sup>20</sup> moieties which can be the same or different, each R<sup>20</sup> moiety being independently selected from the group of R<sup>20</sup> moieties below;

W is selected from the group consisting of



a covalent bond, -(C(R<sup>3</sup>)(R<sup>4</sup>))<sub>n2</sub>-, -O-, -S-, and -N(Z)-;

X is selected from the group consisting of alkylene, cycloalkylene, heterocycloalkylene, arylene, heteroarylene and -C≡C-, wherein each of the alkylene, cycloalkylene, heterocycloalkylene, arylene or heteroarylene groups of X is independently unsubstituted or substituted with one to four independently selected R<sup>20</sup> moieties which can be the same or different, each R<sup>20</sup> moiety being independently selected from the group of R<sup>20</sup> moieties below;

U is selected from the group consisting of a covalent bond, -(C(R<sup>3</sup>)(R<sup>4</sup>))<sub>p</sub>-, -Y-(C(R<sup>3</sup>)(R<sup>4</sup>))<sub>q</sub>-, -(C(R<sup>3</sup>)(R<sup>4</sup>))<sub>t</sub>-Y-, and -Y-;

Y is selected from the group consisting of -O-, -S(O)<sub>x</sub>-, -N(Z)-, -C(O)-, -OC(O)-, -C(O)N(R<sup>24</sup>)-, -N(R<sup>24</sup>)C(O)-, -N(R<sup>24</sup>)C(O)N(R<sup>25</sup>)-, -N(R<sup>24</sup>)S(O)-, -N(R<sup>24</sup>)S(O)<sub>2</sub>-, -S(O)N(R<sup>24</sup>)-, and -S(O)<sub>2</sub>N(R<sup>24</sup>)-;

Z is selected from the group consisting of -R<sup>3</sup>, -C(O)R<sup>3</sup>, -S(O)<sub>x</sub>R<sup>3</sup> and -C(O)NR<sup>3</sup>R<sup>4</sup>;

n is 0 to 2;

n1 is 0 to 2;

n2 is 1 to 2;

p is 1 to 4;

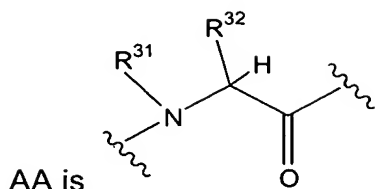
q is 1 to 4;

t is 1 to 4;

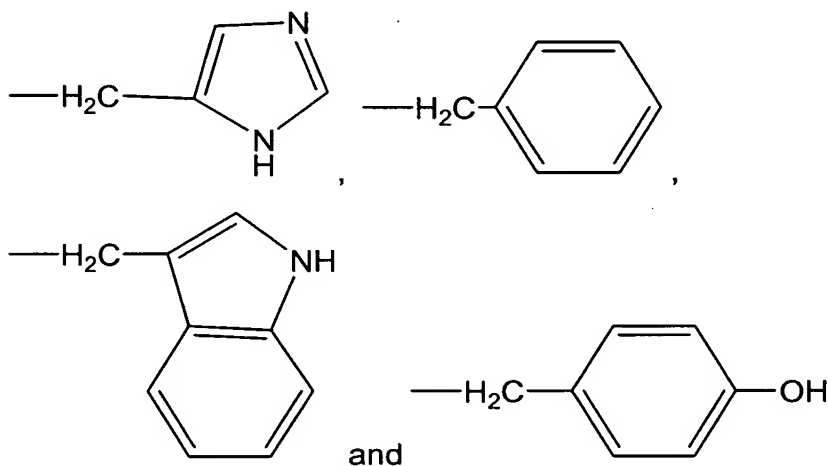
v is 1 to 3;

x is 0 to 2;

y is 0 to 3;



, wherein  $R^{31}$  and  $R^{32}$  are the same or different and are each independently selected from the group consisting of H, alkyl, cycloalkyl, aryl, heteroaryl,  $-NR^{24}R^{25}$ ,  $-(CH_2)_3NH(C=NH)NH_2$ ,  $-CH_2C(O)NH_2$ ,  $-CH_2C(O)OH$ ,  $-CH_2SH$ ,  $-CH_2S-SCH_2CH(NH_2)C(O)OH$ ,  $-CH_2CH_2C(O)OH$ ,  $-CH_2CH_2C(O)NH_2$ ,  $-(CH_2)_4NH_2$ ,  $-CH_2CH_2CH(OH)CH_2NH_2$ ,  $-CH_2CH(CH_3)_2$ ,  $-CH(CH_3)CH_2(CH_3)$ ,  $-CH_2CH_2SCH_3$ ,  $-CH_2OH$ ,  $-CH(OH)(CH_3)$ ,



or  $R^{31}$  and  $R^{32}$ , together with the N to which  $R^{31}$  is attached and the C to which  $R^{32}$  is attached, form a 5-membered ring which is unsubstituted or independently substituted with a hydroxyl group;

$R^1$  is selected from the group consisting of alkyl,  $R^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-C\equiv CR^3$  and  $-CR^3=CR^4R^5$ ,

wherein each of the alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^1$  is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the

same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties below,

each  $R^2$ ,  $R^4$  and  $R^5$  is the same or different and each is independently selected from the group consisting of H, halo, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^6$ ,  $-C(O)R^7$ ,  $-C(O)OR^6$ ,  $-NR^{24}R^{25}$ ,  $-NR^{24}C(O)R^{25}$ ,  $-N(=C-O-NR^{24}R^{25})$ ,  $-NR^{24}S(O)_2R^{25}$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^2$ ,  $R^4$  and  $R^5$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

each  $R^3$  is the same or different and is independently selected from the group consisting of H, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^6$ ,  $-C(O)R^7$ ,  $-C(O)OR^6$ ,  $-NR^{24}R^{25}$ ,  $-NR^{24}C(O)R^{25}$ ,  $-N(=C-O-NR^{24}R^{25})$  and  $-NR^{24}S(O)_2R^{25}$ ,

each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^3$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

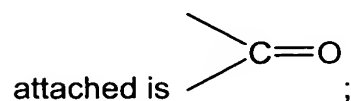
each  $R^6$  is independently selected from the group consisting of H, alkyl and  $-OCF_3$ ;

each  $R^7$  is independently selected from the group consisting of H, alkyl, heteroaryl and  $-CF_3$ ;

each  $R^{20}$  is independently selected from the group consisting of: alkyl,  $R^{21}$ -substituted alkyl,  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ , aryl, halo-substituted aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ,

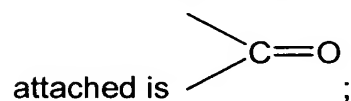
wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl and heterocycloalkyl groups of  $R^{20}$  is independently unsubstituted or substituted with one

to four independently selected  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{23}$  moieties below,  
or two  $R^{20}$  groups taken together with the carbon to which both  $R^{20}$  groups are



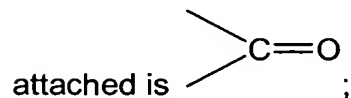
$R^{21}$  is one to three substituents independently selected from the group consisting of:  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-SO_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ ,  $R^{23}$ -substituted alkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ;

wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl, and heterocycloalkyl groups of  $R^{21}$  is independently unsubstituted or substituted with one to four independently selected  $R^{23}$  moieties which can be the same or different, each  $R^{23}$  moiety being independently selected from the group of  $R^{23}$  moieties below,  
or two  $R^{21}$  groups taken together with the carbon to which both  $R^{21}$  groups are



each  $R^{22}$  is independently selected from the group consisting of:  
halo, alkynyl, aryl, heteroaryl,  $-OR^{24}$ ,  $-(C_1-C_6 \text{ alkyl})-OR^{24}$ ,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^{23}$ ,  $-C(O)OR^{23}$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^{23}$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^{23}$ ,  $-N(R^{24})S(O)_xR^{25}$ ,  $-N(R^{24})C(O)R^{25}$ , and  $-N(R^{24})C(O)NR^{24}R^{25}$ ,

or two  $R^{22}$  groups taken together with the carbon to which both  $R^{22}$  groups are



each  $R^{23}$  is independently selected from the group consisting of H, hydroxyl, halo and alkyl;

each  $R^{24}$  is independently selected from the group consisting of H and alkyl;

each  $R^{25}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl,  $-NR^{24}R^{24}$ ,  $-(C_1 \text{ to } C_6 \text{ alkyl})NR^{24}N^{24}$ ,  $-CF_3$  and  $-S(O)_xR^{23}$ ;

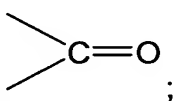
each  $R^{26}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl and  $-NR^3R^4$ ;

$R^{27}$  is independently selected from the group consisting of heteroaryl, heterocycloalkyl and  $-NR^{24}R^{25}$ ;

$R^{30}$  is independently selected from the group consisting of H and  $R^{20}$  substituent groups above;

$R^{40}$  is independently selected from the group consisting of H and  $R^{20}$  substituent groups above,

or  $R^{30}$  and  $R^{40}$ , taken together with the carbon to which  $R^{30}$  and  $R^{40}$  are

attached, is  ;

with the provisos that at least one of V or T is selected from the group consisting of  $-C(O)N(R^3)(OR^4)$ ,  $-C(O)OR^3$  and  $-C(O)NR^{24}R^{25}$ , and

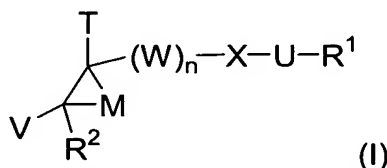
when  $-(W)_n-X-U-$  is alkylene,  $R^1$  is not alkyl, and

when  $-(W)_n-X-$  is alkylene,  $-Y-$  is not  $-N(R^{24})C(O)-$ , and

when one of T or V is  $-NR^{25}S(O)_xR^3$ , the other of T or V is not

$-C(O)NR^{25}OR^3$ ; with the further proviso that when m is 1, W is not  $-(CH_2)-$ , X is not an unsubstituted phenyl, U is not  $-O-(CH_2)-$ , and  $R^1$  is not unsubstituted quinolyl, an alkyl-substituted quinolyl or an aryl-substituted quinolyl.

68. (new) A method for treating or preventing an inflammatory disorder comprising administering to a subject in need thereof a therapeutically effective amount of a compound of Formula (I):



or a pharmaceutically acceptable salt, solvate or isomer thereof, wherein:

M is  $-(C(R^{30})(R^{40}))_m-$ , wherein m is 1;

T is selected from the group consisting of  $R^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^3$ ,  $-C(O)R^4$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-C(O)NR^{24}OR^3$ ,  $-C(O)SR^3$ ,  $-NR^{24}R^{25}$ ,  $-NR^{25}C(O)R^4$ ,  $-NR^{25}C(O)OR^3$ ,  $-NR^{25}C(O)NR^{24}R^{25}$ ,  $-NR^{25}C(O)NR^{24}OR^3$ ,  $-SR^3$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xNR^{25}OR^3$ ,  $-CN$ ,

$-P(O)(R^{24})(OR^{24})$ ,  $-P(O)(OR^{24})(OR^{24})$ ,  $-C(R^4)(=N(OR^3))$ ,  $-C(O)-AA-NR^{24}R^{25}$  and  $-C(O)-AA-NR^{25}OR^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of T is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties below;

V is selected from the group consisting of alkyl,  $R^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^3$ ,  $-C(O)R^4$ ,  $-(CR^{23}R^{24})_{n1}C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-(CR^{23}R^{24})_{n1}C(O)NR^{25}OR^3$ ,  $-C(O)SR^3$ ,  $-NR^{24}R^{25}$ ,  $-NR^{25}C(O)R^4$ ,  $-NR^{25}C(O)OR^3$ ,  $-NR^{25}C(O)NR^{24}R^{25}$ ,  $-NR^{25}C(O)NR^{24}OR^3$ ,  $-SR^3$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xNR^{25}OR^3$ ,  $-CN$ ,  $-P(O)(R^{24})(OR^{24})$ ,  $-P(O)(OR^{24})(OR^{24})$ ,  $-C(R^4)(=N(OR^3))$ ,  $-C(O)-AA-NR^{24}R^{25}$  and  $-C(O)-AA-NR^{25}OR^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of V is independently unsubstituted or substituted with one to three independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties below;

W is  $-(CH_2)-$ ;

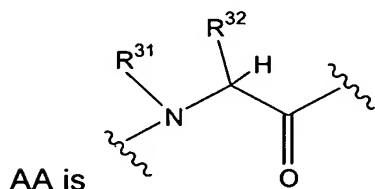
X is unsubstituted phenyl;

U is  $-O-(CH_2)-$ ;

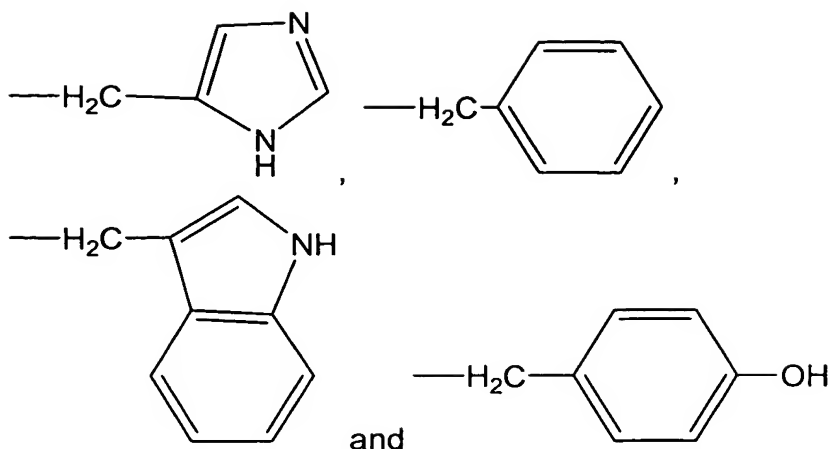
n is 0 to 2;

n1 is 0 to 2;

x is 0 to 2;



, wherein  $R^{31}$  and  $R^{32}$  are the same or different and are each independently selected from the group consisting of H, alkyl, cycloalkyl, aryl, heteroaryl,  $-NR^{24}R^{25}$ ,  $-(CH_2)_3NH(C=NH)NH_2$ ,  $-CH_2C(O)NH_2$ ,  $-CH_2C(O)OH$ ,  $-CH_2SH$ ,  $-CH_2S-SCH_2CH(NH_2)C(O)OH$ ,  $-CH_2CH_2C(O)OH$ ,  $-CH_2CH_2C(O)NH_2$ ,  $-(CH_2)_4NH_2$ ,  $-CH_2CH_2CH(OH)CH_2NH_2$ ,  $-CH_2CH(CH_3)_2$ ,  $-CH(CH_3)CH_2(CH_3)$ ,  $-CH_2CH_2SCH_3$ ,  $-CH_2OH$ ,  $-CH(OH)(CH_3)$ ,



or  $R^{31}$  and  $R^{32}$ , together with the N to which  $R^{31}$  is attached and the C to which  $R^{31}$  is attached, form a 5-membered ring which is unsubstituted or independently substituted with a hydroxyl group;

$R^1$  is selected from the group consisting of unsubstituted quinolyl, alkyl-substituted quinolyl and aryl-substituted quinolyl;

each  $R^2$ ,  $R^4$  and  $R^5$  is the same or different and each is independently selected from the group consisting of H, halo, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-\text{OR}^6$ ,  $-\text{C}(\text{O})\text{R}^7$ ,  $-\text{C}(\text{O})\text{OR}^6$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{24}\text{C}(\text{O})\text{R}^{25}$ ,  $-\text{N}(\text{=C-O-NR}^{24}\text{R}^{25})$ ,  $-\text{NR}^{24}\text{S}(\text{O})_2\text{R}^{25}$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^2$ ,  $R^4$  and  $R^5$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

each  $R^3$  is the same or different and is independently selected from the group consisting of H, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-\text{OR}^6$ ,  $-\text{C}(\text{O})\text{R}^7$ ,  $-\text{C}(\text{O})\text{OR}^6$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{24}\text{C}(\text{O})\text{R}^{25}$ ,  $-\text{N}(\text{=C-O-NR}^{24}\text{R}^{25})$  and  $-\text{NR}^{24}\text{S}(\text{O})_2\text{R}^{25}$ ,

each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^3$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

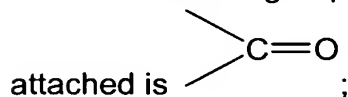
each  $R^6$  is independently selected from the group consisting of H, alkyl and  $-\text{OCF}_3$ ;

each  $R^7$  is independently selected from the group consisting of H, alkyl, heteroaryl and  $-\text{CF}_3$ ;

each  $R^{20}$  is independently selected from the group consisting of: alkyl,  $R^{21}$ -substituted alkyl,  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ , aryl, halo-substituted aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ,

wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl and heterocycloalkyl groups of  $R^{20}$  is independently unsubstituted or substituted with one to four independently selected  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{23}$  moieties below,

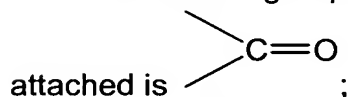
or two  $R^{20}$  groups taken together with the carbon to which both  $R^{20}$  groups are



$R^{21}$  is one to three substituents independently selected from the group consisting of:  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-SO_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ ,  $R^{23}$ -substituted alkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ;

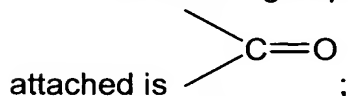
wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl, and heterocycloalkyl groups of  $R^{21}$  is independently unsubstituted or substituted with one to four independently selected  $R^{23}$  moieties which can be the same or different, each  $R^{23}$  moiety being independently selected from the group of  $R^{23}$  moieties below,

or two  $R^{21}$  groups taken together with the carbon to which both  $R^{21}$  groups are



each  $R^{22}$  is independently selected from the group consisting of: halo, alkynyl, aryl, heteroaryl,  $-OR^{24}$ ,  $-(C_1-C_6 \text{ alkyl})-OR^{24}$ ,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^{23}$ ,  $-C(O)OR^{23}$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^{23}$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^{23}$ ,  $-N(R^{24})S(O)_xR^{25}$ ,  $-N(R^{24})C(O)R^{25}$ , and  $-N(R^{24})C(O)NR^{24}R^{25}$ ,

or two  $R^{22}$  groups taken together with the carbon to which both  $R^{22}$  groups are



each  $R^{23}$  is independently selected from the group consisting of H, hydroxyl, halo and alkyl;

each  $R^{24}$  is independently selected from the group consisting of H and alkyl;

each  $R^{25}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl,  $-NR^{24}R^{24}$ ,  $-(C_1 \text{ to } C_6 \text{ alkyl})NR^{24}N^{24}$ ,  $-CF_3$  and  $-S(O)_xR^{23}$ ;



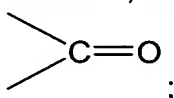
each  $R^{26}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl and  $-NR^3R^4$ ;

$R^{27}$  is independently selected from the group consisting of heteroaryl, heterocycloalkyl and  $-NR^{24}R^{25}$ ;

$R^{30}$  is independently selected from the group consisting of H and  $R^{20}$  substituent groups above;

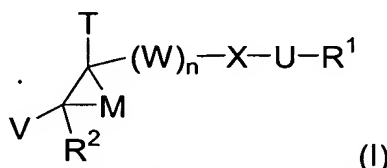
$R^{40}$  is independently selected from the group consisting of H and  $R^{20}$  substituent groups above,

or  $R^{30}$  and  $R^{40}$ , taken together with the carbon to which  $R^{30}$  and  $R^{40}$  are

attached, is  ;

with the proviso that at least one of V or T is selected from the group consisting of  $-C(O)N(R^3)(OR^4)$ ,  $-C(O)OR^3$  and  $-C(O)NR^{24}R^{25}$ .

69. (new) A method of treating a condition or disease mediated by MMPs, TNF- $\alpha$ , aggrecanase, or a combination thereof in a subject comprising: administering to the subject in need of such treatment a therapeutically effective amount of a compound of Formula (I):



or a pharmaceutically acceptable salt, solvate or isomer thereof, wherein:

M is  $-(C(R^{30})(R^{40}))_m-$ , wherein m is 1;

T is selected from the group consisting of  $R^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^3$ ,  $-C(O)R^4$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-C(O)NR^{24}OR^3$ ,  $-C(O)SR^3$ ,  $-NR^{24}R^{25}$ ,  $-NR^{25}C(O)R^4$ ,  $-NR^{25}C(O)OR^3$ ,  $-NR^{25}C(O)NR^{24}R^{25}$ ,  $-NR^{25}C(O)NR^{24}OR^3$ ,  $-SR^3$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xNR^{25}OR^3$ ,  $-CN$ ,  $-P(O)(R^{24})(OR^{24})$ ,  $-P(O)(OR^{24})(OR^{24})$ ,  $-C(R^4)(=N(OR^3))$ ,  $-C(O)-AA-NR^{24}R^{25}$  and  $-C(O)-AA-NR^{25}OR^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of T is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties below;

V is selected from the group consisting of alkyl,  $R^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^3$ ,  $-C(O)R^4$ ,  $-(CR^{23}R^{24})_{n1}C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-(CR^{23}R^{24})_{n1}C(O)NR^{25}OR^3$ ,  $-C(O)SR^3$ ,  $-NR^{24}R^{25}$ ,  $-NR^{25}C(O)R^4$ ,  $-NR^{25}C(O)OR^3$ ,  $-NR^{25}C(O)NR^{24}R^{25}$ ,  $-NR^{25}C(O)NR^{24}OR^3$ ,  $-SR^3$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xNR^{25}OR^3$ ,  $-CN$ ,  $-P(O)(R^{24})(OR^{24})$ ,  $-P(O)(OR^{24})(OR^{24})$ ,  $-C(R^4)(=N(OR^3))$ ,  $-C(O)-AA-NR^{24}R^{25}$  and  $-C(O)-AA-NR^{25}OR^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of V is independently unsubstituted or substituted with one to three independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties below;

W is  $-(CH_2)-$ ;

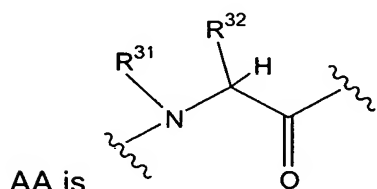
X is unsubstituted phenyl;

U is  $-O-(CH_2)-$ ;

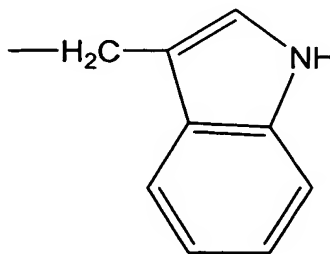
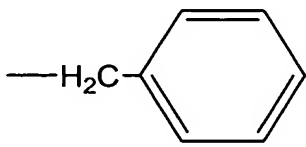
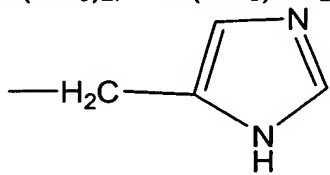
n is 0 to 2;

n1 is 0 to 2;

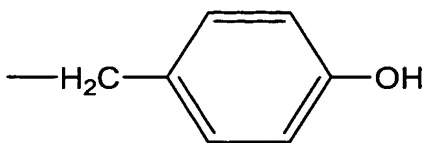
x is 0 to 2;



, wherein  $R^{31}$  and  $R^{32}$  are the same or different and are each independently selected from the group consisting of H, alkyl, cycloalkyl, aryl, heteroaryl,  $-NR^{24}R^{25}$ ,  $-(CH_2)_3NH(C=NH)NH_2$ ,  $-CH_2C(O)NH_2$ ,  $-CH_2C(O)OH$ ,  $-CH_2SH$ ,  $-CH_2S-SCH_2CH(NH_2)C(O)OH$ ,  $-CH_2CH_2C(O)OH$ ,  $-CH_2CH_2C(O)NH_2$ ,  $-(CH_2)_4NH_2$ ,  $-CH_2CH_2CH(OH)CH_2NH_2$ ,  $-CH_2CH(CH_3)_2$ ,  $-CH(CH_3)CH_2(CH_3)$ ,  $-CH_2CH_2SCH_3$ ,  $-CH_2OH$ ,  $-CH(OH)(CH_3)$ ,



and



or  $R^{31}$  and  $R^{32}$ , together with the N to which  $R^{31}$  is attached and the C to which  $R^{31}$  is attached, form a 5-membered ring which is unsubstituted or independently substituted with a hydroxyl group;

$R^1$  is selected from the group consisting of unsubstituted quinolyl, alkyl-substituted quinolyl and aryl-substituted quinolyl;

each  $R^2$ ,  $R^4$  and  $R^5$  is the same or different and each is independently selected from the group consisting of H, halo, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^6$ ,  $-C(O)R^7$ ,  $-C(O)OR^6$ ,  $-NR^{24}R^{25}$ ,  $-NR^{24}C(O)R^{25}$ ,  $-N(=C-O-NR^{24}R^{25})$ ,  $-NR^{24}S(O)_2R^{25}$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^2$ ,  $R^4$  and  $R^5$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

each  $R^3$  is the same or different and is independently selected from the group consisting of H, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^6$ ,  $-C(O)R^7$ ,  $-C(O)OR^6$ ,  $-NR^{24}R^{25}$ ,  $-NR^{24}C(O)R^{25}$ ,  $-N(=C-O-NR^{24}R^{25})$  and  $-NR^{24}S(O)_2R^{25}$ ,

each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^3$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

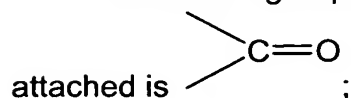
each  $R^6$  is independently selected from the group consisting of H, alkyl and  $-OCF_3$ ;

each  $R^7$  is independently selected from the group consisting of H, alkyl, heteroaryl and  $-CF_3$ ;

each  $R^{20}$  is independently selected from the group consisting of: alkyl,  $R^{21}$ -substituted alkyl,  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ , aryl, halo-substituted aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ,

wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl and heterocycloalkyl groups of  $R^{20}$  is independently unsubstituted or substituted with one to four independently selected  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{23}$  moieties below,

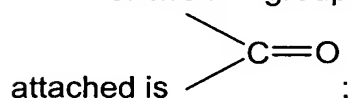
or two  $R^{20}$  groups taken together with the carbon to which both  $R^{20}$  groups are



$R^{21}$  is one to three substituents independently selected from the group consisting of:  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-SO_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ ,  $R^{23}$ -substituted alkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ;

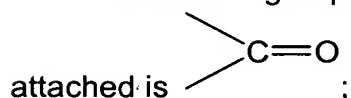
wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl, and heterocycloalkyl groups of  $R^{21}$  is independently unsubstituted or substituted with one to four independently selected  $R^{23}$  moieties which can be the same or different, each  $R^{23}$  moiety being independently selected from the group of  $R^{23}$  moieties below,

or two  $R^{21}$  groups taken together with the carbon to which both  $R^{21}$  groups are



each  $R^{22}$  is independently selected from the group consisting of: halo, alkynyl, aryl, heteroaryl,  $-OR^{24}$ ,  $-(C_1-C_6 \text{ alkyl})-OR^{24}$ ,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^{23}$ ,  $-C(O)OR^{23}$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^{23}$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^{23}$ ,  $-N(R^{24})S(O)_xR^{25}$ ,  $-N(R^{24})C(O)R^{25}$ , and  $-N(R^{24})C(O)NR^{24}R^{25}$ ;

or two  $R^{22}$  groups taken together with the carbon to which both  $R^{22}$  groups are



each  $R^{23}$  is independently selected from the group consisting of H, hydroxyl, halo and alkyl;

each  $R^{24}$  is independently selected from the group consisting of H and alkyl;

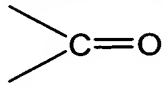
each  $R^{25}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl,  $-NR^{24}R^{24}$ ,  $-(C_1 \text{ to } C_6 \text{ alkyl})NR^{24}R^{24}$ ,  $-CF_3$  and  $-S(O)_xR^{23}$ ;

each  $R^{26}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl and  $-NR^3R^4$ ;

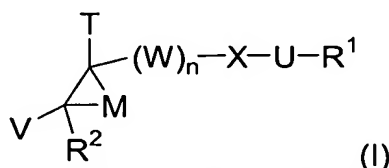
$R^{27}$  is independently selected from the group consisting of heteroaryl, heterocycloalkyl and  $-NR^{24}R^{25}$ ;

$R^{30}$  is independently selected from the group consisting of H and  $R^{20}$  substituent groups above;

$R^{40}$  is independently selected from the group consisting of H and  $R^{20}$  substituent groups above,

or  $R^{30}$  and  $R^{40}$ , taken together with the carbon to which  $R^{30}$  and  $R^{40}$  are attached, is  ;  
with the proviso that at least one of V or T is selected from the group consisting of  $-C(O)N(R^3)(OR^4)$ ,  $-C(O)OR^3$  and  $-C(O)NR^{24}R^{25}$ .

70. (new) A method of treating a condition or disease selected from the group consisting of rheumatoid arthritis, osteoarthritis, periodontitis, gingivitis, corneal ulceration, solid tumor growth and tumor invasion by secondary metastases, neovascular glaucoma, inflammatory bowel disease, multiple sclerosis and psoriasis in a subject, comprising: administering to the subject in need of such treatment a therapeutically effective amount of a compound of Formula (I):



or a pharmaceutically acceptable salt, solvate or isomer thereof, wherein:

M is  $-(C(R^{30})(R^{40}))_m-$ , wherein m is 1;

T is selected from the group consisting of  $R^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^3$ ,  $-C(O)R^4$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-C(O)NR^{24}OR^3$ ,  $-C(O)SR^3$ ,  $-NR^{24}R^{25}$ ,  $-NR^{25}C(O)R^4$ ,  $-NR^{25}C(O)OR^3$ ,  $-NR^{25}C(O)NR^{24}R^{25}$ ,  $-NR^{25}C(O)NR^{24}OR^3$ ,  $-SR^3$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xNR^{25}OR^3$ ,  $-CN$ ,  $-P(O)(R^{24})(OR^{24})$ ,  $-P(O)(OR^{24})(OR^{24})$ ,  $-C(R^4)(=N(OR^3))$ ,  $-C(O)-AA-NR^{24}R^{25}$  and  $-C(O)-AA-NR^{25}OR^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of T is independently unsubstituted or substituted with one to five independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties below;

V is selected from the group consisting of alkyl,  $R^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^3$ ,  $-C(O)R^4$ ,  $-(CR^{23}R^{24})_n1C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-(CR^{23}R^{24})_n1C(O)NR^{25}OR^3$ ,  $-C(O)SR^3$ ,  $-NR^{24}R^{25}$ ,  $-NR^{25}C(O)R^4$ ,  $-NR^{25}C(O)OR^3$ ,  $-NR^{25}C(O)NR^{24}R^{25}$ ,  $-NR^{25}C(O)NR^{24}OR^3$ ,  $-SR^3$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xNR^{25}OR^3$ ,  $-CN$ ,  $-P(O)(R^{24})(OR^{24})$ ,  $-P(O)(OR^{24})(OR^{24})$ ,  $-C(R^4)(=N(OR^3))$ ,  $-C(O)-AA-NR^{24}R^{25}$  and  $-C(O)-AA-NR^{25}OR^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of V is independently unsubstituted or substituted with one to three independently selected  $R^{20}$  moieties which can be the same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties below;

W is  $-(CH_2)-$ ;

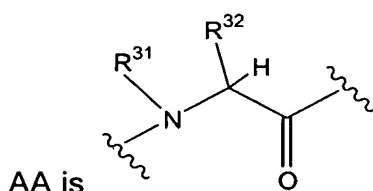
X is unsubstituted phenyl;

U is  $-O-(CH_2)-$  ;

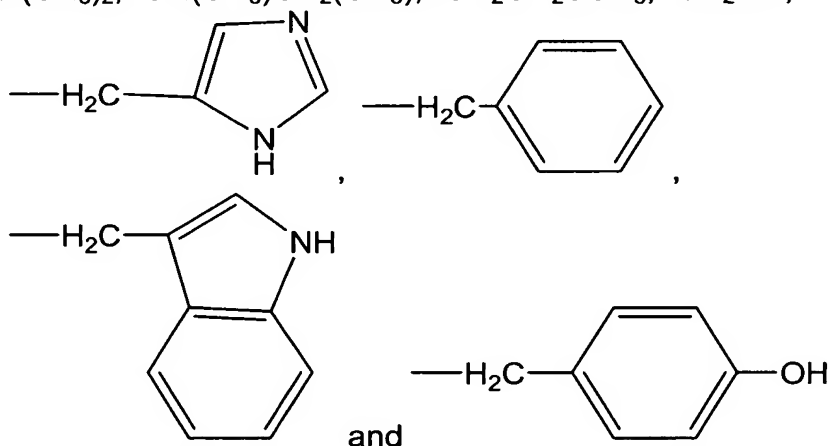
n is 0 to 2;

n1 is 0 to 2;

x is 0 to 2;



, wherein  $R^{31}$  and  $R^{32}$  are the same or different and are each independently selected from the group consisting of H, alkyl, cycloalkyl, aryl, heteroaryl,  $-NR^{24}R^{25}$ ,  $-(CH_2)_3NH(C=NH)NH_2$ ,  $-CH_2C(O)NH_2$ ,  $-CH_2C(O)OH$ ,  $-CH_2SH$ ,  $-CH_2S-SCH_2CH(NH_2)C(O)OH$ ,  $-CH_2CH_2C(O)OH$ ,  $-CH_2CH_2C(O)NH_2$ ,  $-(CH_2)_4NH_2$ ,  $-CH_2CH_2CH(OH)CH_2NH_2$ ,  $-CH_2CH(CH_3)_2$ ,  $-CH(CH_3)CH_2(CH_3)$ ,  $-CH_2CH_2SCH_3$ ,  $-CH_2OH$ ,  $-CH(OH)(CH_3)$ ,



or  $R^{31}$  and  $R^{32}$ , together with the N to which  $R^{31}$  is attached and the C to which  $R^{31}$  is attached, form a 5-membered ring which is unsubstituted or independently substituted with a hydroxyl group;

$R^1$  is selected from the group consisting of unsubstituted quinolyl, alkyl-substituted quinolyl and aryl-substituted quinolyl;

each  $R^2$ ,  $R^4$  and  $R^5$  is the same or different and each is independently selected from the group consisting of H, halo, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl,

heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^6$ ,  $-C(O)R^7$ ,  $-C(O)OR^6$ ,  $-NR^{24}R^{25}$ ,  $-NR^{24}C(O)R^{25}$ ,  $-N(=C-O-NR^{24}R^{25})$ ,  $-NR^{24}S(O)_2R^{25}$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^2$ ,  $R^4$  and  $R^5$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

each  $R^3$  is the same or different and is independently selected from the group consisting of H, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^6$ ,  $-C(O)R^7$ ,  $-C(O)OR^6$ ,  $-NR^{24}R^{25}$ ,  $-NR^{24}C(O)R^{25}$ ,  $-N(=C-O-NR^{24}R^{25})$  and  $-NR^{24}S(O)_2R^{25}$ ,

each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^3$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

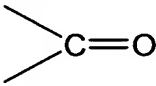
each  $R^6$  is independently selected from the group consisting of H, alkyl and  $-OCF_3$ ;

each  $R^7$  is independently selected from the group consisting of H, alkyl, heteroaryl and  $-CF_3$ ;

each  $R^{20}$  is independently selected from the group consisting of: alkyl,  $R^{21}$ -substituted alkyl,  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ , aryl, halo-substituted aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ,

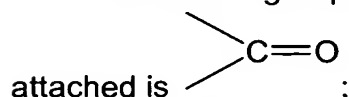
wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl and heterocycloalkyl groups of  $R^{20}$  is independently unsubstituted or substituted with one to four independently selected  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{23}$  moieties below,

or two  $R^{20}$  groups taken together with the carbon to which both  $R^{20}$  groups are

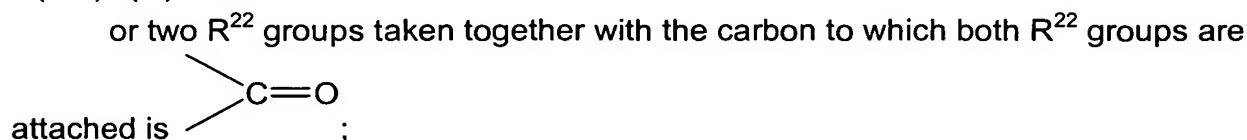
attached is  ;

$R^{21}$  is one to three substituents independently selected from the group consisting of:  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-SO_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ ,  $R^{23}$ -substituted alkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ;

wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl, and heterocycloalkyl groups of  $R^{21}$  is independently unsubstituted or substituted with one to four independently selected  $R^{23}$  moieties which can be the same or different, each  $R^{23}$  moiety being independently selected from the group of  $R^{23}$  moieties below, or two  $R^{21}$  groups taken together with the carbon to which both  $R^{21}$  groups are



each  $R^{22}$  is independently selected from the group consisting of: halo, alkynyl, aryl, heteroaryl,  $-OR^{24}$ ,  $-(C_1-C_6 \text{ alkyl})-OR^{24}$ ,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^{23}$ ,  $-C(O)OR^{23}$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^{23}$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^{23}$ ,  $-N(R^{24})S(O)_xR^{25}$ ,  $-N(R^{24})C(O)R^{25}$ , and  $-N(R^{24})C(O)NR^{24}R^{25}$ ,



each  $R^{23}$  is independently selected from the group consisting of H, hydroxyl, halo and alkyl;

each  $R^{24}$  is independently selected from the group consisting of H and alkyl;

each  $R^{25}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl,  $-NR^{24}R^{24}$ ,  $-(C_1 \text{ to } C_6 \text{ alkyl})NR^{24}R^{24}$ ,  $-CF_3$  and  $-S(O)_xR^{23}$ ;

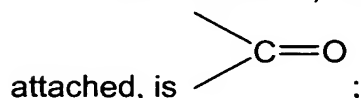
each  $R^{26}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl and  $-NR^3R^4$ ;

$R^{27}$  is independently selected from the group consisting of heteroaryl, heterocycloalkyl and  $-NR^{24}R^{25}$ ;

$R^{30}$  is independently selected from the group consisting of H and  $R^{20}$  substituent groups above;

$R^{40}$  is independently selected from the group consisting of H and  $R^{20}$  substituent groups above,

or  $R^{30}$  and  $R^{40}$ , taken together with the carbon to which  $R^{30}$  and  $R^{40}$  are

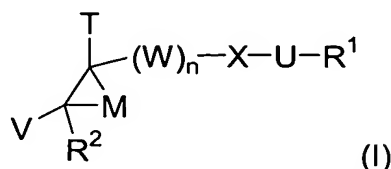


with the proviso that at least one of V or T is selected from the group consisting of  $-C(O)N(R^3)(OR^4)$ ,  $-C(O)OR^3$  and  $-C(O)NR^{24}R^{25}$ .

71. (new) A method of treating a condition or disease selected from the group consisting of fever, cardiovascular conditions, hemorrhage, coagulation, cachexia, anorexia, alcoholism, acute phase response, acute infection, shock, graft versus



host reaction, autoimmune disease and HIV infection in a subject comprising administering to the subject in need of such treatment a therapeutically effective amount of a compound of Formula (I):



or a pharmaceutically acceptable salt, solvate or isomer thereof, wherein:

M is  $-(\text{C}(\text{R}^{30})(\text{R}^{40}))_m-$ , wherein m is 1;

T is selected from the group consisting of  $\text{R}^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-\text{OR}^3$ ,  $-\text{C}(\text{O})\text{R}^4$ ,  $-\text{C}(\text{O})\text{OR}^3$ ,  $-\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{C}(\text{O})\text{NR}^{24}\text{OR}^3$ ,  $-\text{C}(\text{O})\text{SR}^3$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{R}^4$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{S}(\text{O})_x\text{NR}^{24}\text{R}^{25}$ ,  $-\text{S}(\text{O})_x\text{NR}^{25}\text{OR}^3$ ,  $-\text{CN}$ ,  $-\text{P}(\text{O})(\text{R}^{24})(\text{OR}^{24})$ ,  $-\text{P}(\text{O})(\text{OR}^{24})(\text{OR}^{24})$ ,  $-\text{C}(\text{R}^4)(=\text{N}(\text{OR}^3))$ ,  $-\text{C}(\text{O})\text{-AA-NR}^{24}\text{R}^{25}$  and  $-\text{C}(\text{O})\text{-AA-NR}^{25}\text{OR}^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of T is independently unsubstituted or substituted with one to five independently selected  $\text{R}^{20}$  moieties which can be the same or different, each  $\text{R}^{20}$  moiety being independently selected from the group of  $\text{R}^{20}$  moieties below;

V is selected from the group consisting of alkyl,  $\text{R}^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-\text{OR}^3$ ,  $-\text{C}(\text{O})\text{R}^4$ ,  $-(\text{CR}^{23}\text{R}^{24})_{n1}\text{C}(\text{O})\text{OR}^3$ ,  $-\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-(\text{CR}^{23}\text{R}^{24})_{n1}\text{C}(\text{O})\text{NR}^{25}\text{OR}^3$ ,  $-\text{C}(\text{O})\text{SR}^3$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{R}^4$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{S}(\text{O})_x\text{NR}^{24}\text{R}^{25}$ ,  $-\text{S}(\text{O})_x\text{NR}^{25}\text{OR}^3$ ,  $-\text{CN}$ ,  $-\text{P}(\text{O})(\text{R}^{24})(\text{OR}^{24})$ ,  $-\text{P}(\text{O})(\text{OR}^{24})(\text{OR}^{24})$ ,  $-\text{C}(\text{R}^4)(=\text{N}(\text{OR}^3))$ ,  $-\text{C}(\text{O})\text{-AA-NR}^{24}\text{R}^{25}$  and  $-\text{C}(\text{O})\text{-AA-NR}^{25}\text{OR}^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of V is independently unsubstituted or substituted with one to three independently selected  $\text{R}^{20}$  moieties which can be the same or different, each  $\text{R}^{20}$  moiety being independently selected from the group of  $\text{R}^{20}$  moieties below;

W is  $-(\text{CH}_2)-$ ;

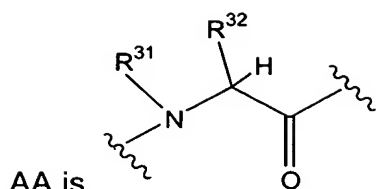
X is unsubstituted phenyl;

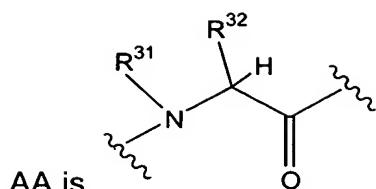
U is  $-\text{O}-(\text{CH}_2)-$  ;

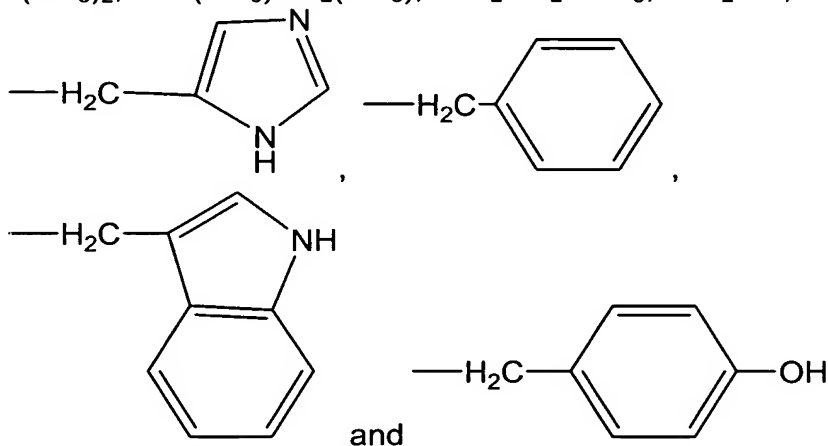
n is 0 to 2;

n1 is 0 to 2;

x is 0 to 2;



AA is , wherein  $R^{31}$  and  $R^{32}$  are the same or different and are each independently selected from the group consisting of H, alkyl, cycloalkyl, aryl, heteroaryl,  $-NR^{24}R^{25}$ ,  $-(CH_2)_3NH(C=NH)NH_2$ ,  $-CH_2C(O)NH_2$ ,  $-CH_2C(O)OH$ ,  $-CH_2SH$ ,  $-CH_2S-SCH_2CH(NH_2)C(O)OH$ ,  $-CH_2CH_2C(O)OH$ ,  $-CH_2CH_2C(O)NH_2$ ,  $-(CH_2)_4NH_2$ ,  $-CH_2CH_2CH(OH)CH_2NH_2$ ,  $-CH_2CH(CH_3)_2$ ,  $-CH(CH_3)CH_2(CH_3)$ ,  $-CH_2CH_2SCH_3$ ,  $-CH_2OH$ ,  $-CH(OH)(CH_3)$ ,



or  $R^{31}$  and  $R^{32}$ , together with the N to which  $R^{31}$  is attached and the C to which  $R^{31}$  is attached, form a 5-membered ring which is unsubstituted or independently substituted with a hydroxyl group;

$R^1$  is selected from the group consisting of unsubstituted quinolyl, alkyl-substituted quinolyl and aryl-substituted quinolyl;

each  $R^2$ ,  $R^4$  and  $R^5$  is the same or different and each is independently selected from the group consisting of H, halo, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^6$ ,  $-C(O)R^7$ ,  $-C(O)OR^6$ ,  $-NR^{24}R^{25}$ ,  $-NR^{24}C(O)R^{25}$ ,  $-N(=C-O-NR^{24}R^{25})$ ,  $-NR^{24}S(O)_2R^{25}$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^2$ ,  $R^4$  and  $R^5$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

each  $R^3$  is the same or different and is independently selected from the group consisting of H, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^6$ ,  $-C(O)R^7$ ,  $-C(O)OR^6$ ,  $-NR^{24}R^{25}$ ,  $-NR^{24}C(O)R^{25}$ ,  $-N(=C-O-NR^{24}R^{25})$  and  $-NR^{24}S(O)_2R^{25}$ ,

each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^3$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

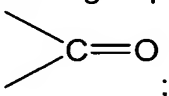
each  $R^6$  is independently selected from the group consisting of H, alkyl and  $-OCF_3$ ;

each  $R^7$  is independently selected from the group consisting of H, alkyl, heteroaryl and  $-CF_3$ ;

each  $R^{20}$  is independently selected from the group consisting of: alkyl,  $R^{21}$ -substituted alkyl,  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ , aryl, halo-substituted aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ,

wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl and heterocycloalkyl groups of  $R^{20}$  is independently unsubstituted or substituted with one to four independently selected  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{23}$  moieties below,

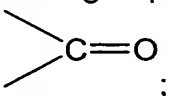
or two  $R^{20}$  groups taken together with the carbon to which both  $R^{20}$  groups are

attached is  ;

$R^{21}$  is one to three substituents independently selected from the group consisting of:  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-SO_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ ,  $R^{23}$ -substituted alkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ;

wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl, and heterocycloalkyl groups of  $R^{21}$  is independently unsubstituted or substituted with one to four independently selected  $R^{23}$  moieties which can be the same or different, each  $R^{23}$  moiety being independently selected from the group of  $R^{23}$  moieties below,

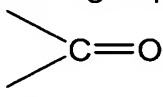
or two  $R^{21}$  groups taken together with the carbon to which both  $R^{21}$  groups are

attached is  ;

each  $R^{22}$  is independently selected from the group consisting of:

halo, alkynyl, aryl, heteroaryl,  $-OR^{24}$ ,  $-(C_1-C_6 \text{ alkyl})-OR^{24}$ ,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^{23}$ ,  $-C(O)OR^{23}$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^{23}$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^{23}$ ,  $-N(R^{24})S(O)_xR^{25}$ ,  $-N(R^{24})C(O)R^{25}$ , and  $-N(R^{24})C(O)NR^{24}R^{25}$ ,

or two  $R^{22}$  groups taken together with the carbon to which both  $R^{22}$  groups are

attached is  ;

each  $R^{23}$  is independently selected from the group consisting of H, hydroxyl, halo and alkyl;

each  $R^{24}$  is independently selected from the group consisting of H and alkyl;

each  $R^{25}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl,  $-NR^{24}R^{24}$ ,  $-(C_1 \text{ to } C_6 \text{ alkyl})NR^{24}R^{24}$ ,  $-CF_3$  and  $-S(O)_xR^{23}$ ;

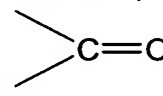
each  $R^{26}$  is independently selected from the group consisting of H, hydroxyl, alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl and  $-NR^3R^4$ ;

$R^{27}$  is independently selected from the group consisting of heteroaryl, heterocycloalkyl and  $-NR^{24}R^{25}$ ;

$R^{30}$  is independently selected from the group consisting of H and  $R^{20}$  substituent groups above;

$R^{40}$  is independently selected from the group consisting of H and  $R^{20}$  substituent groups above,

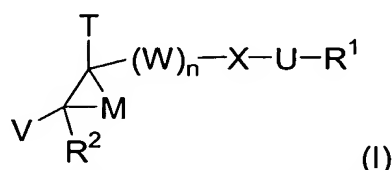
or  $R^{30}$  and  $R^{40}$ , taken together with the carbon to which  $R^{30}$  and  $R^{40}$  are

attached, is  ;

with the proviso that at least one of V or T is selected from the group consisting of  $-C(O)N(R^3)(OR^4)$ ,  $-C(O)OR^3$  and  $-C(O)NR^{24}R^{25}$ .

72. (new) A method of treating a condition or disease selected from the group consisting of septic shock, haemodynamic shock, sepsis syndrome, post ischaemic reperfusion injury, malaria, mycobacterial infection, meningitis, psoriasis, congestive heart failure, fibrotic diseases, cachexia, graft rejection, cancers such as cutaneous T-cell lymphoma, diseases involving angiogenesis, autoimmune diseases, skin inflammatory diseases, inflammatory bowel diseases such as Crohn's disease and colitis, osteo and rheumatoid arthritis, ankylosing spondylitis, psoriatic arthritis, adult Still's disease, ureitis, Wegener's granulomatosis, Behcehe disease, Sjogren's syndrome, sarcoidosis, polymyositis, dermatomyositis, multiple sclerosis, radiation damage, hyperoxic alveolar injury, periodontal disease, HIV, non-insulin dependent diabetes mellitus, systemic lupus erythematosus, glaucoma, sarcoidosis, idiopathic

pulmonary fibrosis, bronchopulmonary dysplasia, retinal disease, scleroderma, osteoporosis, renal ischemia, myocardial infarction, cerebral stroke, cerebral ischemia, nephritis, hepatitis, glomerulonephritis, cryptogenic fibrosing aveolitis, psoriasis, transplant rejection, atopic dermatitis, vasculitis, allergy, seasonal allergic rhinitis, reversible airway obstruction, adult respiratory distress syndrome, asthma, chronic obstructive pulmonary disease (COPD) and bronchitis in a subject comprising administering to the subject in need of such treatment a therapeutically effective amount of a compound of Formula (I):



or a pharmaceutically acceptable salt, solvate or isomer thereof, wherein:

M is  $-(\text{C}(\text{R}^{30})(\text{R}^{40}))_m-$ , wherein m is 1;

T is selected from the group consisting of  $\text{R}^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-\text{OR}^3$ ,  $-\text{C}(\text{O})\text{R}^4$ ,  $-\text{C}(\text{O})\text{OR}^3$ ,  $-\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{C}(\text{O})\text{NR}^{24}\text{OR}^3$ ,  $-\text{C}(\text{O})\text{SR}^3$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{R}^4$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{S}(\text{O})_x\text{NR}^{24}\text{R}^{25}$ ,  $-\text{S}(\text{O})_x\text{NR}^{25}\text{OR}^3$ ,  $-\text{CN}$ ,  $-\text{P}(\text{O})(\text{R}^{24})(\text{OR}^{24})$ ,  $-\text{P}(\text{O})(\text{OR}^{24})(\text{OR}^{24})$ ,  $-\text{C}(\text{R}^4)(=\text{N}(\text{OR}^3))$ ,  $-\text{C}(\text{O})\text{-AA-NR}^{24}\text{R}^{25}$  and  $-\text{C}(\text{O})\text{-AA-NR}^{25}\text{OR}^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of T is independently unsubstituted or substituted with one to five independently selected  $\text{R}^{20}$  moieties which can be the same or different, each  $\text{R}^{20}$  moiety being independently selected from the group of  $\text{R}^{20}$  moieties below;

V is selected from the group consisting of alkyl,  $\text{R}^{21}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-\text{OR}^3$ ,  $-\text{C}(\text{O})\text{R}^4$ ,  $-(\text{CR}^{23}\text{R}^{24})_{n1}\text{C}(\text{O})\text{OR}^3$ ,  $-\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-(\text{CR}^{23}\text{R}^{24})_{n1}\text{C}(\text{O})\text{NR}^{25}\text{OR}^3$ ,  $-\text{C}(\text{O})\text{SR}^3$ ,  $-\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{R}^4$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{R}^{25}$ ,  $-\text{NR}^{25}\text{C}(\text{O})\text{NR}^{24}\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{S}(\text{O})_x\text{NR}^{24}\text{R}^{25}$ ,  $-\text{S}(\text{O})_x\text{NR}^{25}\text{OR}^3$ ,  $-\text{CN}$ ,  $-\text{P}(\text{O})(\text{R}^{24})(\text{OR}^{24})$ ,  $-\text{P}(\text{O})(\text{OR}^{24})(\text{OR}^{24})$ ,  $-\text{C}(\text{R}^4)(=\text{N}(\text{OR}^3))$ ,  $-\text{C}(\text{O})\text{-AA-NR}^{24}\text{R}^{25}$  and  $-\text{C}(\text{O})\text{-AA-NR}^{25}\text{OR}^3$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of V is independently unsubstituted or substituted with one to three independently selected  $\text{R}^{20}$  moieties which can be the

same or different, each  $R^{20}$  moiety being independently selected from the group of  $R^{20}$  moieties below;

W is  $-(CH_2)-$ ;

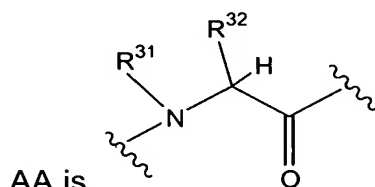
X is unsubstituted phenyl;

U is  $-O-(CH_2)-$  ;

n is 0 to 2;

n1 is 0 to 2;

x is 0 to 2;

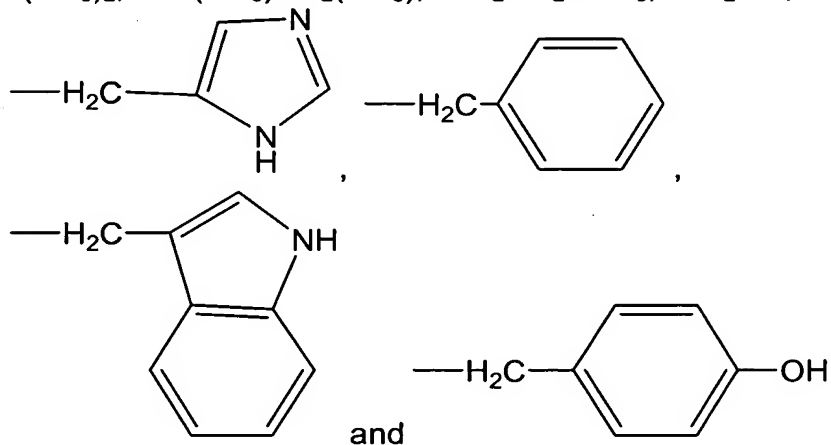


, wherein  $R^{31}$  and  $R^{32}$  are the same or different and are each independently selected from the group consisting of H, alkyl, cycloalkyl, aryl, heteroaryl,  $-NR^{24}R^{25}$ ,  $-(CH_2)_3NH(C=NH)NH_2$ ,

$-CH_2C(O)NH_2$ ,  $-CH_2C(O)OH$ ,  $-CH_2SH$ ,  $-CH_2S-SCH_2CH(NH_2)C(O)OH$ ,

$-CH_2CH_2C(O)OH$ ,  $-CH_2CH_2C(O)NH_2$ ,  $-(CH_2)_4NH_2$ ,  $-CH_2CH_2CH(OH)CH_2NH_2$ ,

$-CH_2CH(CH_3)_2$ ,  $-CH(CH_3)CH_2(CH_3)$ ,  $-CH_2CH_2SCH_3$ ,  $-CH_2OH$ ,  $-CH(OH)(CH_3)$ ,



or  $R^{31}$  and  $R^{32}$ , together with the N to which  $R^{31}$  is attached and the C to which  $R^{32}$  is attached, form a 5-membered ring which is unsubstituted or independently substituted with a hydroxyl group;

$R^1$  is selected from the group consisting of unsubstituted quinolyl, alkyl-substituted quinolyl and aryl-substituted quinolyl;

each  $R^2$ ,  $R^4$  and  $R^5$  is the same or different and each is independently selected from the group consisting of H, halo, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^6$ ,  $-C(O)R^7$ ,  $-C(O)OR^6$ ,  $-NR^{24}R^{25}$ ,  $-NR^{24}C(O)R^{25}$ ,  $-N(=C-O-NR^{24}R^{25})$ ,  $-NR^{24}S(O)_2R^{25}$ ,

wherein each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^2$ ,  $R^4$  and  $R^5$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

each  $R^3$  is the same or different and is independently selected from the group consisting of H, alkyl,  $R^{22}$ -substituted alkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl,  $-OR^6$ ,  $-C(O)R^7$ ,  $-C(O)OR^6$ ,  $-NR^{24}R^{25}$ ,  $-NR^{24}C(O)R^{25}$ ,  $-N(=C-O-NR^{24}R^{25})$  and  $-NR^{24}S(O)_2R^{25}$ ,

each of the cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl and heteroaryl groups of  $R^3$  is independently unsubstituted or substituted with one to four independently selected alkyl,  $R^{22}$ -substituted alkyl or  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{22}$  moieties below;

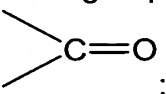
each  $R^6$  is independently selected from the group consisting of H, alkyl and  $-OCF_3$ ;

each  $R^7$  is independently selected from the group consisting of H, alkyl, heteroaryl and  $-CF_3$ ;

each  $R^{20}$  is independently selected from the group consisting of: alkyl,  $R^{21}$ -substituted alkyl,  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ , aryl, halo-substituted aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ,

wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl and heterocycloalkyl groups of  $R^{20}$  is independently unsubstituted or substituted with one to four independently selected  $R^{22}$  moieties which can be the same or different, each  $R^{22}$  moiety being independently selected from the group of  $R^{23}$  moieties below,

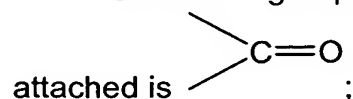
or two  $R^{20}$  groups taken together with the carbon to which both  $R^{20}$  groups are

attached is  ;

$R^{21}$  is one to three substituents independently selected from the group consisting of:  $-OR^3$ , halo,  $-CN$ ,  $-NO_2$ ,  $-NR^{24}R^{25}$ ,  $-C(O)R^3$ ,  $-C(O)OR^3$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-SO_xR^5$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^3$ ,  $R^{23}$ -substituted alkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl,  $-N(R^{25})S(O)_xR^5$ ,  $-N(R^{25})C(O)R^5$ , and  $-N(R^{25})C(O)NR^{24}R^{25}$ ;

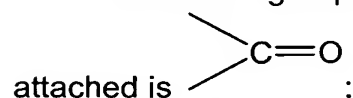
wherein each of the aryl, halo-substituted aryl, heteroaryl, cycloalkyl, and heterocycloalkyl groups of  $R^{21}$  is independently unsubstituted or substituted with one

to four independently selected  $R^{23}$  moieties which can be the same or different, each  $R^{23}$  moiety being independently selected from the group of  $R^{23}$  moieties below,  
 or two  $R^{21}$  groups taken together with the carbon to which both  $R^{21}$  groups are



each  $R^{22}$  is independently selected from the group consisting of:  
 halo, alkynyl, aryl, heteroaryl,  $-OR^{24}$ ,  $-(C_1-C_6 \text{ alkyl})-OR^{24}$ ,  $-CN$ ,  $-NO_2$ ,  
 $-NR^{24}R^{25}$ ,  $-C(O)R^{23}$ ,  $-C(O)OR^{23}$ ,  $-C(O)NR^{24}R^{25}$ ,  $-S(O)_xNR^{24}R^{25}$ ,  $-S(O)_xR^{23}$ ,  $-CF_3$ ,  $-$   
 $OCF_3$ ,  $-CF_2CF_3$ ,  $-C(=NOH)R^{23}$ ,  $-N(R^{24})S(O)_xR^{25}$ ,  $-N(R^{24})C(O)R^{25}$ , and  $-$   
 $N(R^{24})C(O)NR^{24}R^{25}$ ,

or two  $R^{22}$  groups taken together with the carbon to which both  $R^{22}$  groups are



each  $R^{23}$  is independently selected from the group consisting of H, hydroxyl,  
 halo and alkyl;

each  $R^{24}$  is independently selected from the group consisting of H and alkyl;

each  $R^{25}$  is independently selected from the group consisting of H, hydroxyl,  
 alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl,  $-NR^{24}R^{24}$ ,  $-(C_1 \text{ to } C_6 \text{ alkyl})NR^{24}R^{24}$ ,  $-$   
 $CF_3$  and  $-S(O)_xR^{23}$ ;

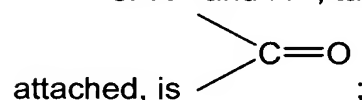
each  $R^{26}$  is independently selected from the group consisting of H, hydroxyl,  
 alkyl, hydroxyalkyl, aryl, cycloalkyl, heteroaryl and  $-NR^3R^4$ ;

$R^{27}$  is independently selected from the group consisting of heteroaryl,  
 heterocycloalkyl and  $-NR^{24}R^{25}$ ;

$R^{30}$  is independently selected from the group consisting of H and  $R^{20}$   
 substituent groups above;

$R^{40}$  is independently selected from the group consisting of H and  $R^{20}$   
 substituent groups above,

or  $R^{30}$  and  $R^{40}$ , taken together with the carbon to which  $R^{30}$  and  $R^{40}$  are



with the proviso that at least one of V or T is selected from the group consisting of  $-$   
 $C(O)N(R^3)(OR^4)$ ,  $-C(O)OR^3$  and  $-C(O)NR^{24}R^{25}$ .